

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

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

**No. 1 / 19.04.2023**

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, 19.04.2023, at 10:00 a.m. ( Romanian time) in the Ordinary General Meeting of Shareholders ("OGMS"), at the first call, according to the convening notice published in the Official Gazette of Romania, Part IV, number 1302 dated 17.03.2023 and in Ziarul Bursa no. 51 dated 17.03.2023,

Following the debates on the points included on the OGMS 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 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (3,536,821 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 5,569,248 abstentions and 22,630 votes not casted):

Approved:

The individual and consolidated financial statements prepared for the financial year ended on 31.12.2022, accompanied by the annual report prepared by the Board of Directors and the independent auditor's report.

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

In the presence of the shareholders representing 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9862% (8,973,476 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 0.0138% (1,242 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are 131,351 abstentions and 22,630 votes not casted):

Approved:

The method of distribution of the net profit related to the financial year 2022, in the amount of RON 3,271,171.14, as follows:



- (i) Legal reserves: RON 184,804;
- (ii) Undistributed profit: RON 3,086,367.14.

### **DECISION NO. 3**

In the presence of the shareholders representing 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (3,535,866 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 5,570,203 abstentions and 22,630 votes not casted):

Approved:

The discharge of liability of the Board of Directors for the financial year ended on 31.12.2022.

### **DECISION NO. 4**

In the presence of the shareholders representing 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (8,974,748 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 131,221 abstentions and 22,730 votes not casted):

Approved:

The revenue and expenses budget for the financial year 2023, in accordance with the presented materials.

### **DECISION NO. 5**

In the presence of the shareholders representing 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9637% (3,534,452 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 0.0363% (1,284 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are 5,570,233 abstentions and 22,730 votes not casted):

Approved:

The Company's management remuneration report, in accordance with the presented materials for the OGMS.

### **DECISION NO. 6**

In the presence of the shareholders representing 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (8,974,748 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 131,221 abstentions and 22,730 votes not casted):

Approved:

Establishing the date of **May 10<sup>th</sup>, 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 **May 9<sup>th</sup>, 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. 7**

In the presence of the shareholders representing 88.9139% (9,128,699 shares) of the share capital and 88.9139% (9,128,699 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9995% (8,974,706 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 0.0005% (42 votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are 131,221 abstentions and 22,730 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 OGMS.

This decision was drawn up and signed in the name and on behalf of the shareholders, today 19.04.2023, in 3 original copies, by,

OGMS Chairman

Daniel Ilinca

OGMS Secretary

Horia-Gabriel Rădulescu



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

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

**No. 2 / 19.04.2023**

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, 19.04.2023, 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 1302 dated 17.03.2023 and in Ziarul Bursa no. 51 dated 17.03.2023,

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 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.6556% (8,895,533 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 185,456 abstentions and 28,099 votes not casted):

Approved:

The removal of art. 6.4. and 6.5. from the Company's Articles of Incorporation, considering the fact that the Company is admitted to trading within the multilateral trading system AeRO, operated by the Bucharest Stock Exchange, and the structure of the share capital, as well as the number of shareholders, may vary, depending on the transactions carried out on the market and the renumbering of sub-articles within art. 6, in order to reflect the above.

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

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.3970% (8,963,068 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 131,321 abstentions and 14,699 votes not casted):

Approved:



The amendment of art. 6.6. of the Company's Articles of Incorporation, which will have the following content:

*"The Register of Shareholders of the Company is kept by Depozitarul Central S.A., in accordance with the capital markets legislation and the Central Depository Code."*

### **DECISION NO. 3**

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.8121% (8,909,788 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 184,601 abstentions and 14,699 votes not casted):

Approved:

The amendment of art. 7.3. of the Company's Articles of Incorporation, which will have the following content:

*"7.3. The right of ownership over the shares will be transferred according to the legal provisions applicable to the Company, including the applicable capital markets legislation and other regulations applicable thereto."*

### **DECISION NO. 4**

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.3679% (8,960,421 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 0.0136% (1,242 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 132,626 abstentions and 14,799 votes not casted):

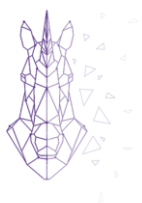
Approved:

The amendment of art. 7.6. of the Company's Articles of Incorporation, which will have the following content:

*"7.6. The establishment of pledge on the shares is carried out in accordance with the legal provisions, including those applicable to the capital markets in Romania, the pledge to be registered in the register of shareholders kept by Depozitarul Central S.A. and will also be registered in the National Register for Movable Publicity."*

### **DECISION NO. 5**

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.5081% (8,882,101 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 212,188 abstentions and 14,799 votes not casted):

Approved:

The amendment of art. 8.18. of the Company's Articles of Incorporation, which will have the following content:

*"8.18. The decision regarding the increase of the social capital is effective only to the extent it is carried out within 18 (eighteen) months from the date it was adopted."*

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

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.3876% (8,962,213 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 0.0011% (100 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 132,076 abstentions and 14,699 votes not casted):

Approved:

The amendment of art. 9.10. of the Company's Articles of Incorporation, which will have the following content:

*"9.10. The exercise of the right of withdrawal of the shareholders from the Company is carried out under the conditions and in compliance with the procedures established by law, including capital market legislation."*

#### **DECISION NO. 7**

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.3970% (8,963,068 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 131,221 abstentions and 14,799 votes not casted):

Approved:

The amendment of art. 11.1. of the Company's Articles of Incorporation, which will have the following content:

*"11.1. The Ordinary General Meeting of Shareholders meets at least once a year, no later than 4 months after the end of the previous financial year. The Ordinary General Meeting of Shareholders has the powers provided by law."*

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

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.6839% (8,898,113 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 0.7126% (64,913 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 131,263 abstentions and 14,799 votes not casted):

Approved:

The amendment of art. 14.2. from the Company's Articles of Incorporation, which will have the following content:

*"14.2. The Extraordinary General Meeting of Shareholders is legally constituted if shareholders representing at least 25% of the total number of voting rights are present or represented. At the second convening, the EGMS is legally established if the shareholders (present or represented) hold at least 20% of the total number of voting rights. In both cases, decisions are validly adopted with the majority of votes held by the shareholders present or represented."*

#### **DECISION NO. 9**

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.8022% (8,908,891 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 185,498 abstentions and 14,699 votes not casted):

Approved:

The amendment of art. 17.27 of the Company's Articles of Incorporation, which will have the following content:

*"17.27. The director who did not comply with the provisions of point 17.26 will be liable for the resulting damages of the Company."*

#### **DECISION NO. 10**

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.3981% (8,963,168 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 131,221 abstentions and 14,699 votes not casted):

Approved:

Establishing the date of **May 10<sup>th</sup>, 2023** 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 **May 9<sup>th</sup>, 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. 11

In the presence of the shareholders representing 88.7229% (9,109,088 shares) of the share capital and 88.7229% (9,109,088 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.3976% (8,963,126 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 0.0005% (42 votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are 131,221 abstentions and 14,699 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 EGMS.

This decision was drawn up and signed in the name and on behalf of the shareholders, today 19.04.2023, in 3 original copies, by,

EGMS Chairman

Daniel Ilinca

EGMS Secretary

Horia-Gabriel Rădulescu

