**SPECIAL POWER OF ATTORNEY**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS")**

**SOFTBINATOR TECHNOLOGIES S.A.**

October 12, 2022 11:00 a.m. Romanian time (first convening) / October 13, 2022 11:00 a.m. Romanian time (second convening)

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [name of the shareholder, natural person], identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

or

The company \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[name of the shareholder legal entity], headquartered at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry under the number J \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, having the Sole Registration Code \_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in [his/her/its] capacity as \_\_\_\_\_\_\_\_\_\_\_\_\_\_,

as a shareholder 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** ")

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares issued by the Company and \_\_\_\_\_\_\_\_% of the total number of voting rights,

hereby empower\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as the representative of the undersigned/ the subscribed in the EGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows:

1. **Item 1 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 2 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 3 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 4 on the agenda:**

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.

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1. **Item 5 on the agenda:**

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:

1. 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;
2. 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;
3. 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;
4. 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;
5. 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.;
6. 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.

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1. **Item 6 on the agenda:**

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.*"

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 7 on the agenda:**

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.*"

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1. **Item 8 on the agenda:**

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.*"

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1. **Item 9 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 10 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised*.

1. **Item 11 on the agenda:**

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.

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This proxy form has been made available in 3 (three) counterparts, having the following purposes: one for the shareholder, the second for the representative and the third for the Company.

The proxy form delivered to the Company will be accompanied by:

* a copy of the identity document allowing the identification in the register of shareholders SOFTBINATOR TECHNOLOGIES S.A. on the Reference Date, issued by the Central Depository S.A. and, if applicable, a copy of the identity document of the legal representative (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens), in case of shareholders legal persons or natural persons without exercise capacity or with restricted exercise capacity; and
* in case of shareholders who are legal persons, the certificate of status (in Romanian certificat constatator) issued by the Trade Registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The deadline for the Company to receive the special power of attorney for the EGMS is October 10, 2022, at 11:00 AM (Romanian time).

Date of correspondence vote ballot: \_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_