

SIMTEL TEAM S.A.

RESOLUTIONS

OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

of the Company SIMTEL TEAM S.A.

from 25.04.2023

The shareholders of the company SIMTEL TEAM S.A. registered with the Trade Register attached to the Bucharest Tribunal under no. J40/564/2010, EUID ROONRC.J40/564/2010, unique registration code 26414626, with registered office in Bucharest, 319L Independenței Road, Bruxelles Office Building (Building B), Entrance A, Ground Floor, District 6, with an underwritten and paid-up share capital of RON 1,572,326 (hereinafter referred to as the “**Company**”), have met on the date of April 25th 2023 at 16:00 in the Ordinary General Meeting of the Shareholders (the “**Meeting**” or “**OGMS**”) at the registered office in Bucharest, 319L Independenței Road, Bruxelles Office Building (Building B), Entrance A, Ground Floor, District 6, in compliance with the legal formalities required to convene such a Meeting, as per Article 117 of companies law no. 31/1990 and Article 9.1 and subsequent from the Company’s Articles of Incorporation.

At the beginning of the Meeting [...] shareholders were present, holding [...] shares in the Company’s share capital, representing [...]% of the entire share capital of the Company (the “**Shareholders**”).

Pursuant to debates, the Shareholders have adopted the following resolutions by majority:

RESOLUTION no. 1

The Shareholders approve the individual annual financial statements drawn up for the financial year ending 31st December 2022, accompanied by the report of the Sole Director and the report of the independent auditor.

Resolution no. 1 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

RESOLUTION no. 2

The Shareholders approve the discharge of duty for the Sole Director for the financial year 2022, based on the reports submitted.

Resolution no. 2 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

RESOLUTION no. 3

The Shareholders approve the Company's individual and consolidated revenue and expenditure budget for the financial year 2023.

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Resolution no. 3 was passed with [...] votes “in favour”, representing [...] % of the Company’s share capital and respectively [...] % of the total of validly expressed votes.

RESOLUTION no. 4

The Shareholders approve the method of distribution of the net profit for the year 2022 and the allocation of a part of the net profit of the Company for the financial year ended 31st December 2022 in the amount of RON 11,569,481, determined in accordance with the applicable laws, as follows:

- RON 32,265 for the establishment of legal reserves of the Company;
- RON 11,537,216 representing unallocated profit.

Resolution no. 4 was passed with [...] votes “in favour”, representing [...] % of the Company’s share capital and respectively [...] % of the total of validly expressed votes.

RESOLUTION no. 5

1. Subject to rejection of point 4 above on the agenda of the OGMS, the Shareholders approve:

- (i) the means to distribute the net profit for the year 2022, determined in accordance with applicable legislation, in amount of RON 11,569,481.35 and allocation of dividends of a part of the net profit of the Company for the financial year completed on December 31st 2022, as follows:
 - RON 32,265 to constitute legal reserves of the Company;
 - RON 2,044,023.8 net profit to be distributed;
 - RON 9,493,192.55 representing profit not allocated; and
- (ii) distribution of dividends in amount of RON 2,044,023.8 (gross dividend) subsequent to the financial year 2022, representing a gross dividend per share of RON 0.26, to be distributed as per the hereby resolution; and
- (iii) the date of 14.07.2023 as registration date, the date of 13.07.2023 as ex-date and the date of 01.08.2023 as payment date – in accordance with the provisions of art. 87 (2) of Law no. 24/2017 as republished and art. 178 (2) of FSA Regulation 5/2018, with expenses for distribution borne by the shareholders, as well as setting the term to make available the dividends to shareholders (3 years from the date of payment).

Resolution no. 5 was passed with [...] votes “in favour”, representing [...] % of the Company’s share capital and respectively [...] % of the total of validly expressed votes.

RESOLUTION no. 6

The Shareholders approve the remuneration report of the Company, in accordance with the presentation materials.

Resolution no. 6 was passed with [...] votes “in favour”, representing [...] % of the Company’s share capital and respectively [...] % of the total of validly expressed votes.

RESOLUTION no. 7

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The Shareholders approve the appoint of the following 5 individuals as members of the Board of Directors, for a mandate of 4 years starting with the date of the hereby resolution:

[...]

Resolution no. 7 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

RESOLUTION no. 8

The Shareholders approve the amendment of the Remuneration Policy of the Company (i) in order to replace the references to the Sole Director with those to the directors or members and to the Board of Directors and (ii) in the sense of changing the limits of the remuneration of the members of the Board of Directors, in gross amount as follows: the minimum limit will be RON 14,500 per month and the maximum limit will be RON 37,500 per month.

Resolution no. 8 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

RESOLUTION no. 9

The Shareholders approve the remuneration of the members of the Board of Directors for the financial year 2023 as follows:

- i. Remuneration of each member of the Board of Directors - executive director - at the level of RON 14,500 (gross) monthly;
- ii. The remuneration of each member of the Board of Directors - non-executive director and founder of the Company - at the level of RON 37,500 (gross) monthly; and
- iii. The remuneration of each member of the Board of Directors - non-executive director who is not the founder of the Company - at the level of RON 14,500 (gross) monthly.

Resolution no. 9 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

RESOLUTION no. 10

The Shareholders approve the date of 16.05.2023 as registration date and of the date of 15.05.2023 as ex-data for the identification of the shareholders on whom the effects of the decisions adopted by the OGMS will be reflected.

Resolution no. 10 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

RESOLUTION no. 11

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The Shareholders approve the empowerment of Mr. Iulian Nedea, with the possibility of subdelegation, that in the name and on behalf of the Company, with full power and authority, to sign any documents, including the OGMS decision and the updated Articles of Incorporation of the Company, to submit, to request publication in the Official Gazette of Romania Part IV of the decision, to collect any documents, to fulfil any necessary formalities before the Trade Register Office, as well as before any other authority, public institution, legal or natural persons, as well as to execute any operations, in order to carry out and ensure the effectiveness of the decisions to be adopted by the OGMS.

Resolution no. 11 was passed with [...] votes “in favour”, representing [...]% of the Company’s share capital and respectively [...]% of the total of validly expressed votes.

The hereby Resolutions were drafted and signed today, 25.04.2023, in 5 (five) original counterparts.

PRESIDENT

SECRETARY

[...]

[...]
