

NOTICE OF MEETING
FOR THE ORDINARY GENERAL MEETING AND EXTRAORDINARY GENERAL
MEETING OF THE SHAREHOLDERS OF
SIMTEL TEAM S.A.

The Administration Board of company **SIMTEL TEAM S.A.** Registered with the Trade Register of the Bucharest Tribunal at no. J40/564/2010, EUID ROONRC.J40/564/2010, unique company code 26414626, with its registered office in Bucharest, no. 319L, Spl. Independenței , Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, with a registered and paid capital of 1,577,574.6 Lei (hereinafter the “Company”), through IULIAN NEDEA, Chairman of the Administration Board,

On the grounds of the Company Law no. 31/1990, reissued, as further amended and supplemented (“Company Law”), Law no. 24/2017 concerning the issuers of financial instruments and market operations, as further amended and supplemented (“Law no. 14/2017”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented (“Regulation no. 5/2018”), and the Company’s articles of association (“Articles of Association”),

CONVENES

The Ordinary General Meeting of Shareholders (AGOA) on the day of 29.02.2024, 11:00 AM, at the company’s offices in no. 319L, Splaiul Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, Bucharest, to be attended by all the Company’s shareholders registered in the Shareholders’ Register (kept by Depozitarul Central S.A.) by the end of **19.02.2024**, established as a reference date (“Reference Date”). Should the necessary quorum not be achieved upon the first convening, a second AGOA meeting shall take place on 01.03.2024, 11:00 AM, in the same place and with the same agenda, and with the same Reference Date; and

The Extraordinary General Meeting of Shareholders (AGEA) on the day of 29.02.2024, 12:00 AM, at the company’s offices in no. 319L, Splaiul Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, Bucharest, to be attended by all the Company’s shareholders registered in the Shareholders’ Register (kept by Depozitarul Central S.A.) by the end of **19.02.2024**, established as a reference date (“Reference Date”). Should the necessary quorum not be achieved upon the first convening, a second AGEA meeting shall take place on 01.03.2024, 12:00 AM, in the same place and with the same agenda, and with the same Reference Date.

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approve the revocation of the mandate of company 3B EXPERT AUDIT SRL as a financial auditor of the Company, given the ending of the audit contract, as of the date of the General Ordinary Meeting of Shareholders.

2. Approve appointment of company **BAKER TILLY KLITOU AND PARTNERS S.R.L.**, with registered offices in Șoseaua Pipera no. 42, Globalworth Plaza, floor 7, office no. 2, district 2, Bucharest, registered with the Trade Register at no. J40/5434/2003, unique company code 15381680, duly represented by Mr. Serge Gonvers - director, to be the external financial auditor of the Company to audit the financial accounts for the 01.01.2023-31.12.2023 and 01.01.2024-31.12.2024 fiscal years, and authorise the Director General of the Company, who will have the possibility to sub-delegate, on behalf and on account of the Company, with full power and authority, to negotiate, approve, ratify and sign any contract documents and any other documents with/related to the mandate of **BAKER TILLY KLITOU AND PARTNERS S.R.L.**, and perform any necessary legal acts and deeds that are useful or opportune in connection to the above. The financial auditor's mandate is valid until 30 April 2025.
3. Approve the date of 22.03.2024 as registration date and the 21.03.2024 as the ex-date for the identification of shareholders who will be impacted by the effects of the resolutions adopted by the AGOA.
4. Approve the mandate for Mr. Mihai Radu TUDOR, Director General of the Company, who will have the possibility to sub-delegate, on behalf and on account of the Company, with full power and authority, to sign any documents, including the AGOA resolution; to submit, request publication in the Official Journal of Romania, Part IV, of the Resolution, and pick any documents; to carry out any formalities required before the Trade Register Office and before any other authority, public institution, natural person or legal entity, and carry out any operations for the purpose of enforcing and ensuring the binding nature of the resolutions that will be passed by the AGOA.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approve the 2024-2025 multiannual plan, applicable at the beginning of each year of the plan, to incentivise the key employees of the Company, by offering them the option to receive free shares issued by the Company, which would represent no more than 2% of the total number of the Company's shares – the Stock Option Plan – (“Plan”), subject to compliance with certain individual performance requirements and a general requirement regarding the actual increase of the annual Turnover, in the form presented at the AGEA. The shares that will be offered can be issued including through one or several increases of registered capital performed to this purpose, with the Administration Board delegating the attributions regarding the capital increase decision(s) by applying the provisions of art. 8.7, art 8.8 and art. 8.10 of the Company's Articles of Association.
2. Approve a change of the limit by which the Company, as a debtor, individually or together with other companies it owns fully or partially, can contract any loans (credit lines, factoring, operating capital, leasing, etc.), **from** the maximum value of 100,000,000 LEI, approved by the Extraordinary General Meeting of the Company's Shareholders of 25 April 2023 **to** the maximum amount of 150,000,000 LEI.
3. Approve change of art. 12.2 of the Company's Articles of Association to reflect the decisions stipulated under points 1 and 2, approved at the AGOA meeting as convened through this notice of meeting, as follows:

INITIAL FORM

Art. 12.2. The company shall have a financial auditor, which will be a natural or a legal entity, appointed by the Ordinary General Meeting of Shareholders according to the law. The company's financial auditor is company 3B EXPERT AUDIT S.R.L., a Romanian entity, with registered offices in no. 114, Str. Aurel Vlaicu, district 2, Bucharest, Trade Register number J40/6669/1998, EUID ROONRC J40/6669/1998, unique company code 10767770, fiscal code RO10767770, represented by Mrs. Badiu Adriana. The auditor's mandate is valid until completion of the audit for the financial year ended on 31.12.2023, namely until 31 May 2024.

PROPOSED FORM

Art. 12.2. The company shall have a financial auditor, which will be a natural or a legal entity, appointed by the Ordinary General Meeting of Shareholders according to the law. The Company's financial auditor is company BAKER TILLY KLITOU AND PARTNERS S.R.L., with registered offices in Șoseaua Pipera no. 42, Globalworth Plaza, floor 7, office no. 2, district 2, Bucharest, registered with the Trade Register at no. J40/5434/2003, EUID ROONRC J40/5434/2003, unique company code 15381680, duly represented by Mr. Serge Gonvers, who is the director. The auditor's mandate is valid until completion of the audit for the financial year ended on 31.12.2024, namely until 30 April 2025.

4. Approve the date of 22.03.2024 as registration date and the 21.03.2024 as the ex-date for the identification of shareholders who will be impacted by the effects of the resolutions adopted by the AGEA.
5. Approve the mandate for Mr. Mihai Radu TUDOR, Director General of the Company, who will have the possibility to sub-delegate, on behalf and on account of the Company, with full power and authority, to sign any documents, including the AGEA resolution and the Company's updated Articles of Associations; to submit, request publication in the Official Journal of Romania, Part IV, of the Resolution, and pick any documents; to carry out any formalities required before the Trade Register Office and before any other authority, public institution, natural person or legal entity, and carry out any operations for the purpose of enforcing and ensuring the binding nature of the resolutions that will be passed by the AGEA.

GENERAL INFORMATION CONCERNING THE AGEA AND AGOA

a) Shareholders' participation in the AGEA and AGOA

Shareholders are recommended to avoid any non-essential travelling and exercise their voting right by mail, according to the procedure described in this notice of meeting or through the e-vote procedure, as described below at point g).

The shareholders entitled to participate and vote in the AGEA and AGOA are those shareholders who are registered in the Company's Shareholders Register as of the Reference

Date, according to the legal provisions applicable to joint stock companies listed on the Multilateral Trading System SMT-AeRo, and to the provisions of the Articles of Association; the shareholders shall participate in person (through their legal representatives), through a representative (based on a special or a general power of attorney), subject to compliance with the applicable legal provisions, or by mail (based on a ballot paper submitted by mail).

The access and/or the vote by mail of the shareholders who are entitled to participate in the AGEA and the AGOA is allowed by simple proof of identity, which, in the case of shareholders who are natural persons, should be made by presenting an ID paper (ID paper/card for Romanian citizens or, as applicable, passport/residence permit/ID card for foreign citizens), and in the case of legal entities, proof of identity should be made by presenting the ID paper of the legal representative (ID paper/card for Romanian citizens or, as applicable, passport/residence permit/ID card for foreign citizens).

The representatives of the shareholder who are natural persons/legal entities will be identified based on their ID paper (ID paper/card for Romanian citizens or, as applicable, passport/residence permit/ID card for foreign citizens), accompanied by the special or general power of attorney signed by the natural person shareholder/the legal representative of the legal entity shareholder, as applicable.

The shareholder capacity and, in the case of shareholders who are legal entities or entities with no legal personality, **the legal representative capacity** shall be ascertained based on the list of shareholders as of the Reference Date, received by the Company from Depozitarul Central S.A.

In the event in which: a) shareholders who are natural persons did not register their valid and updated identification data in the system of Depozitarul Central S.A., they shall also show a copy of their updated ID paper (ID paper/card/ passport/residence permit); b) the legal representative of shareholders who are legal entities is not mentioned on the list of shareholders in force on the Reference Date, received from Depozitarul Central S.A., then they will show an official document certifying to the capacity of the entity signing the special power of attorney as a legal representative (a proof issued by a competent authority, in original form or a copy true to the original).

Information concerning special and general power of attorney papers and voting by mail is mentioned under c) and d) below.

Papers presented in a foreign language, other than English (except for ID papers that are valid on the territory of Romania) shall be accompanied by their translation, made by a certified translator, into Romanian or English language (also applies in case of participation and voting as per points c) and d) hereinafter).

b) Documents pertaining to and related to the agenda of the AGEA and the AGOA

As of **30.01.2024**, all presentation materials concerning the issues included on the agenda of the AGEA and the AGOA will be available on the Company's web page at <https://investors.simtel.ro/adunari-generale-ale-actionarilor/>. The Company's shareholders may, upon request, receive copies of the documents concerning the aspects included on the agenda of the AGEA and the AGOA.

c) General powers of attorney

A general power of attorney may be given by the shareholders for a period that may not exceed 3 years, allowing their representative to vote in all aspects to be debated by the general meetings of shareholders, including acts of disposition.

Before being used for the first time, a copy of any general power of attorney shall be submitted/sent to the Company's registered offices, in Romania, Bucharest, no. 319L, Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, with a mention "true to the original" signed by the representative (or by e-mail with an extended electronic signature, as per ASF regulations, at investors@simtel.ro), so that they are registered as received at the Company's registration office **by 27.02.2024, 11:00 AM**.

For the mandate to be valid, the attorney-in-fact must have the capacity of an agent (according to the provisions of art. 2 para. (1) item (20) of Law no. 24/2017), or an attorney-at-law, and the shareholder to be their client. Furthermore, the attorney-in-fact must not be in a conflict of interests, as per the provisions of art. 92 para. (15) of Law no. 24/2017. The attorney-in-fact may not be substituted by another person. If the attorney-in-fact is a legal entity, they may carry out their mandate through any person that is a member of their administration or management body, or any of their employees.

Together with the general power of attorney, the shareholders shall also send the Company their personal declaration, given by the legal representative of the agent or the attorney-at-law who has received a mandate or representation, signed in its original form and, as applicable sealed, specifying that:

- (i) the power of attorney is given by that shareholder, as a client, to the agent or, as applicable, to the attorney-at-law;
- (ii) the general power of attorney is signed by the shareholder, including by an extended electronic signature, if applicable.

d) Special powers of attorney and ballot papers by mail

The special powers of attorney and the ballot papers used for mail voting must use the template provided by the Company and contain specific voting instructions for each item on the agenda (i.e. vote "in favour", vote "against", or "abstain").

Special powers of attorney may be given to any person, for representation in one general meeting, and they contain specific voting instructions from the issuing shareholder.

Special powers of attorney / the ballot paper for the mail vote and the related documents shall be submitted/sent to the Company's registered offices, in Romania, Bucharest, no. 319L, Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, including by e-mail with an extended electronic signature (in the case of special powers of attorney), or by e-mail (in the case of ballot papers in the mail voting procedure), according to the ASF regulations, at investors@simtel.ro, original or a copy marked true to the original and signed by the representative, to be registered as received at the Company's registration office **by 27.02.2024, 11:00 AM**, with clear mention on the envelope or e-mail title stating "*For the Extraordinary/Ordinary General Meeting of Shareholders of 29.02.2024/01.03.2024*".

When filling in the special powers of attorney/the ballot papers for mail voting, the shareholders are asked to take into account that the agenda of the AGEA and the AGOA may be supplemented and new items or resolution proposals may be added. Given that, the special powers of attorney/ballot papers for mail voting will be updated and provided using the methods specified under point b).

e) The shareholders' right to request new items to be included on the agenda and to present resolution drafts for the existing items or the items proposed to be included on the agenda

One or more shareholders who, individually or together, represent at least 5% of the registered capital has/have the right to: (i) include items on the agenda of the general meeting, provided that each meeting is accompanied by a reasoning or a draft resolution proposed to be passed by the general meeting, and (ii) present draft resolutions for the items included or proposed to be included on the agenda of the AGOA or the AGEA.

The shareholders' rights specified above may only be exercised in writing (sent by courier to the Company's registered offices or sent by e-mail, as per the regulations of the ASF, at the address investors@simtel.ro) by **13.02.2024**.

The identification requirements mentioned above under a) also apply for the shareholder/s who are natural persons and/or the legal representatives of the shareholders who are legal entities, who request supplementation of the agenda of the AGEA and AGOA.

When exercising the right described under a) above results in a change of the agenda of the meeting that was already communicated to the shareholders, the Company will have to provide a reviewed agenda, using the same procedure as for the previous agenda, before the Reference Date and subject to complying with the deadline set forth by Law no. 31/1990.

f) The shareholders' right to ask questions about the agenda

Every shareholder has the right to ask questions about the agenda of the General Meeting of Shareholders. Questions may be sent to the Company by e-mail at investors@simtel.ro, so that the Company receives them **by 26.02.2024, 11:00 AM**.

The right to ask questions and the obligation to answer may be conditioned by the measures that the Company may take to ensure identification of the shareholders (in line with the provisions of Regulation no. 5/2018), the proper deployment and preparation of general meetings, and the protection of confidentiality and of the Company's trade interests. The Company may provide a general answer for questions that have the same content. An answer shall be deemed as provided if the relevant information is available on the Company's web page in a question-answer format.

g) Electronic voting

Voting can be done electronically by using e-voting means as per art. 197 of Regulation no. 5/2018, by accessing <http://smtl.evot.ro/> from any device connected to the internet.

For identification and online access in the AGOA, shareholders shall provide the following information:

(i) For individuals:

- name and surname,
- national personal ID number,
- e-mail address,
- copy of ID (ID card, passport, residence permit)*,
- phone number (optional);
- they can connect directly using the access credentials generated after identification through the Investor Enrolment Platform developed by Depozitarul Central:
<https://www.roclear.ro/Inrolare-Investitori>

(ii) For legal entities:

- name of the legal entity,
- unique company code (CUI);
- full name of the legal representative,
- national personal ID number of the legal representative,
- e-mail address,
- ID paper of the legal representative (ID card, passport, residence permit)*;
- copy of the ascertaining certificate issued by the Trade Register or copy of any equivalent document issued by a competent authority of the state where the legal entity shareholder is legally registered - original or copy true to the original. Documents certifying the legal entity shareholder capacity shall be dated no more than 30 days before the reference date*;
- phone number (optional).

*electronic copies of the aforementioned documents shall be uploaded in the dedicated fields. Uploaded files can be in one of the following formats: .jpg, .pdf, .png.

Documents presented in a language other than English shall be accompanied by a translation done by an authorised translator, with a signature legalised by a notary public in Romanian/English language.

A shareholder may join and vote as many times as they wish, within the time interval assigned for the mail vote and/or the live vote, and the last vote option (before the expiry of the voting session) shall be registered.

IULIAN NEDEA

President of the Administration Board
