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**DECISIONS**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Of Company SIMTEL TEAM S.A.**

**of 29.02.2024**

The shareholders of **SIMTEL TEAM S.A.**, a company registered in the Trade Register of the Bucharest Tribunal at no. J40/564/2010, EUID ROONRC.J40/564/2010, unique company code 26414626, having its registered offices in Bucharest, no. 319L, Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, with a subscribed and paid registered capital of 1,577,574.6 Lei (hereinafter the “Company”), convened on 29 February 2024, 11:00 hours, in the Ordinary General Meeting of Shareholders (“Meeting” or “AGOA”) at the Company’s registered offices in Bucharest, no. 319L, Splaiul Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, complying with the formalities required by law for calling such a Meeting, according to art. 117 of Law no. 31/1990 on companies and art. 9.1 et seq. of the Company’s Articles of Association.

123 shareholders were present at the beginning of the Meeting, owning 6,403,221 shares in the Company, representing 81.17804% of the total registered capital of the Company (“Shareholders”).

Following the debates, the Shareholders passed the following decisions with a majority of votes:

**DECISION no. 1**

The Shareholders 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.

Decision no. 1 was passed with 6,391,599 votes “in favour”, representing 99.99140% of the voting rights expressed for this point.

**DECISION no. 2**

The Shareholders 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



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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.

Decision no. 2 was passed with 6,376,524 voting rights, representing 99.97695% of all votes expressed for this point.

### **DECISION no. 3**

Shareholders approve the change of the Company's Remuneration Policy in alignment with the change of the gross limits of the remunerations of the members of the Administration Board as follows: the minimum limit shall be 16,675 Lei per month, and the maximum limit shall be 43,125 Lei per month.

Decision no. 3 was passed with 873,766 voting rights, representing 99.55984% of all votes expressed for this point.

### **DECISION no. 4**

The shareholders approve the remunerations of the members of the Administration Board for the financial year of 2024, as follows:

- i. The remuneration of each member of the Administration Board - executive director - to be 16,675 Lei (gross amount) per month;
- ii. The remuneration of each member of the Administration Board - non-executive director and founder of the Company - to be 43,125 Lei (gross amount) per month; and
- iii. The remuneration of each member of the Administration Board - non-executive director who is not a founder of the Company - to be 16,675 Lei (gross amount) per month.

Decision no. 4 was passed with 872,642 voting rights, representing 99.41160% of all votes expressed for this point.

### **DECISION no. 5**

The Shareholders 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.

Decision no. 5 was passed with 6,402,521 voting rights, representing 100% of all votes expressed for this point.

### **DECISION no. 6**

The Shareholders approve the mandate of 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



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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.

Decision no. 6 was passed with 6,390,050 voting rights, representing 100% of all votes expressed for this point.

These Decisions were drafted and signed on this day of 29.02.2024 electronically, with a qualified electronic signature.

**SIMTEL TEAM S.A.**

through Director General,

Mr Mihai Radu TUDOR

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**DECISIONS**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**Of Company SIMTEL TEAM S.A.**  
**of 29.02.2024**

The shareholders of **SIMTEL TEAM S.A.**, a company registered in the Trade Register of the Bucharest Tribunal at no. J40/564/2010, EUID ROONRC.J40/564/2010, unique company code 26414626, having its registered offices in Bucharest, no. 319L, Spl. Independenței , Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, with a subscribed and paid registered capital of 1,577,574.6 Lei (hereinafter the “Company”), convened on 29 February 2024, 12:00 hours, in the Extraordinary General Meeting of Shareholders (“Meeting” or “AGEA”) at the Company’s registered offices in Bucharest, no. 319L, Splaiul Independenței , Bruxelles Office Building (Building B), Entrance A, groundfloor, district 6, complying with the formalities required by law for calling such a Meeting, according to art. 117 of Law no. 31/1990 on companies and art. 9.1 et seq. of the Company’s Articles of Association.

110 shareholders were present at the beginning of the Meeting, owning 6,369,610 shares in the Company, representing 80.75193% of the total registered capital of the Company (“Shareholders”).

Following the debates, the Shareholders passed the following decisions with a majority of votes:

**DECISION no. 1**

The Shareholders 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.

Decision no. 1 was passed with 6,366,674 votes “in favour”, representing 99.95391% of the voting rights for this point.

**DECISION no. 2**



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The Shareholders 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.

Decision no. 2 was passed with 6,367,435 votes "in favour", representing 99.96585% of the voting rights for this point.

### DECISION no. 3

The Shareholders 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 Ordinary General Meeting of Shareholders of 29 February 2024, 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.*

Decision no. 3 was passed with 6,367,548 votes "in favour", representing 99.96763% of the voting rights for this point.

### DECISION no. 4



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The Shareholders 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.

Decision no. 4 was passed with 6,363,032 votes “in favour”, representing 99.89673% of the voting rights for this point.

### **DECISION no. 5**

The Shareholders 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.

Decision no. 5 was passed with 6,351,358 votes “in favour”, representing 99.71345% of the voting rights for this point.

These Decisions were drafted and signed on this day of 29.02.2024 electronically, with a qualified electronic signature.

**SIMTEL TEAM S.A.**

through Director General,

Mr Mihai Radu TUDOR

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