

**SIMTEL TEAM S.A.**

**Substantiation Note**

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

**Of 25.04.2024/26.04.2024**

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

Considering:

- the call for the convening of the **Ordinary General Meeting of Shareholders** (hereinafter the “**AGOA**”) at the registered office of the Company, in Bucharest, no. 319L, Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, ground floor, district 6, on 25.04.2024, starting 11:00 hours for the first call, and 26.04.2024, starting 11:00 for the second call, and
- the call for the convening of the **Extraordinary General Meeting of Shareholders** (hereinafter the “**AGEA**”) at the registered office of the Company, in Bucharest, no. 319L, Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, ground floor, district 6, on 25.04.2024, starting 12:30 hours for the first call, and 26.04.2024, starting 12:30 for the second call,

This document is intended to provide information and substantiate the points on the agenda of the AGOA and AGEA, as follows:

**Point 1 on the AGOA agenda:**

Approving the individual annual financial statements drafted for the previous financial year, namely the year ended on 31 December 2023, together with the Board of Directors’ report and the report of the independent auditor, is included in the legal obligations of the AGOA.

**Point 2 on the AGOA agenda:**

Approving the discharge of the members of the Board of Directors for the 2023 financial year based on the presented reports is part of the legal obligations of the AGOA.

**Point 3 on the AGOA agenda:**

Approving the consolidated income and expenditure budget for the 2024 financial year is part of the legal obligations of the AGOA.

**Point 4 on the AGOA agenda:**

Approving the distribution of the Company's net profit for the previous financial year, namely the year ended on 31 December 2023, is part of the legal obligations of the AGOA. According to the audited financial accounts, out of the net profit amounting to 27,653,615 RON, 1,050 RON is distributed for constituting the legal reserves of the Company, and the remaining 27,652,565 RON is undistributed profit, which can later be allocated for the development of the Company.

**Point 5 on the AGOA agenda:**

Approving the Company's remuneration report for year 2023, according to the presentation materials is part of the legal obligations of the AGOA.

**Point 6 on the AGOA agenda:**

Approving a Management Remuneration Policy for the Company according to art. 106 of Law no. 24/2017, as presented to the AGOA, is part of the legal obligations of the Company. Given that the sole director management system was replaced in April 2023 by a management system based on a five-member Board of Directors, and that a General Director was appointed, to which the Board of Directors delegated the Company's management, the existing Policy needed to be revised, and the new Remuneration Policy needed to be submitted to the AGOA for approval.

**Point 7 on the AGOA agenda:**

For more efficient organisation, and to enable the listing of the Company on the main market of the Bucharest Stock Exchange in the future and comply with the requirements for such listing, the

proposed point 7 concerns approving the Regulations for the Organisation and Operation of the General Meetings of the Company's Shareholders, as presented to the AGOA.

**Point 8 on the AGOA agenda:**

To ensure compliance with Law no. 24/2017 and the ASF Regulation no. 5/2018, a registration date, namely an "ex-date" needs to be established; the proposal for such "ex-date" is 17.05.2024 and 16.05.2024, respectively.

**Point 9 on the AGOA agenda:**

One or several persons need to be mandated in order to comply with the formalities for registering AGOA decisions. To cover the formalities, the optimal variant is the proposed variant, to delegate all the prerogatives required for carrying out the formalities to the Company's Director General, Mr Mihai Radu TUDOR, together with the express right to sub-delegate such prerogatives to one or several persons, at his discretion.

**Point 1 on the AGEA agenda:**

The company seeks to comply with the increasingly demanding formalities related to being accepted for trading on the regulated market managed by the Bucharest Stock Exchange, by transfer from the alternative trading system of the Bucharest Stock Exchange, AeRO. Among other things, one effect of this step would be increased convenience of the investors in engaging the Company for its economic and organisational development. According to the requirements of the consultants commissioned by the Company to this purpose, the proposal is to approve the listing of the Company's shares on the regulated market managed by the Bucharest Stock Exchange (Bursa de Valori București S.A.), category Standard ("Listing on the Regulated Market"), and the mandate for the Board of Directors, with a possibility to sub-delegate such mandate, to sign any documents and do all and any actions and formalities required by law before the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, the Trade Register and/or any other institution, on behalf and on account of the Company, to achieve the Listing on the Regulated Market.

**Point 2 on the AGEA agenda:**

**SIMTEL TEAM S.A.**

To ensure compliance with Law no. 24/2017 and the ASF Regulation no. 5/2018, a registration date, namely an “ex-date” needs to be established; the proposal for such “ex-date” is 17.05.2024 and 16.05.2024, respectively.

**Point 3 on the AGEA agenda:**

One or several persons need to be mandated in order to comply with the formalities for registering AGEA decisions. To cover the formalities, the optimal variant is the proposed variant, to delegate all the prerogatives required for carrying out the formalities to the Company’s Director General, Mr Mihai Radu TUDOR, together with the express right to sub-delegate such prerogatives to one or several persons, at his discretion.

**IULIAN NEDEA**

**President of the Administration Board**

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