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**DECISIONS**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**Of Company SIMTEL TEAM S.A.**  
**Of 27.12.2024**

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, 319L, Spl. Independenței , Bruxeles Office Building (Building B), Entrance A, ground floor, district 6, (hereinafter the “**Company**”), convened on the 27<sup>th</sup> of December 2024, 11:30 am, the Extraordinary General Meeting of Shareholders (“**Meeting**” or “**EGMS**”) at the Company’s registered offices in Bucharest, 319L, Splaiul Independenței, Bruxeles Office Building (Building B), Entrance A, ground floor, district 6, complying with the formalities required by law for calling such a Meeting, according to Article 117 of Law no. 31/1990 on companies and Article 9.1 et seq. of the Company’s Articles of Association.

As at the record date of 16.12.2024, the Company had registered with the Central Depository a subscribed and paid-for share capital of RON 1,583,730, divided into 7,918,650 registered shares, corresponding to 7,918,650 voting rights. 161 shareholders were present at the beginning of the Meeting, owning 5,402,218 shares in the Company, representing 68.22145% of the total registered capital of the Company (“**Shareholders**”).

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

**DECISION no.1**

The Shareholders approve contracting one or more investment loans, in aggregate value of up to EUR 20,000,000 (EUR twenty million) from one or several credit institutions and/or other banking or nonbanking financial institutions, or any other institutions permitted by law, by the Company or by one of the entities held fully or partially by the Company, for the Financing / Refinancing of the construction, exploitation and maintenance of the project Solar Park Giurgiu, with an aggregate capacity of 52 MWp, located in Giurgiu city. Among the credits considered to be contracted are included one or several bridge-loans subsequent to the PNRR financing agreement no. 296/28.03.2024PNRR signed with the Ministry of Energy, with a maximum amount of EUR 12,200,000 (EUR twelve million two hundred thousand). For the avoidance of doubt, all loans mentioned herein at this point are part of the indebtedness threshold of maximum EUR 100,000,000 or the RON equivalent thereof for the development and construction of solar power plants, owned by the Company or by the entities held fully or partially by the Company, for the acquisition of “Ready to build” projects and their construction but also for energy storage projects, as the threshold was approved by the Decision no. 5 of the Company’s General Meeting of the Shareholders from 25.04.2023.



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Decision no. 1 was therefore adopted with 5,388,474 voting rights, representing 99.74559% of the voting rights for this item.

### **DECISION no. 2**

The Shareholders approve instituting guarantees by the Company for the financial obligations resulting from contracting loans as per point 1 above, directly or indirectly through one or more of the entities held fully or partially by the Company, by means of registering movable or immovable mortgages over the Company's assets or over those owned by the entities held fully or partially by the Company (real estate, fixed assets, receivable, insurance policies etc.) as such shall be required by / agreed with the financing entities in view of granting the loans, including but without limitation to the following types of guarantees in favour of the creditors:

- a. Securing with real estate mortgage and placing liens and restrictions to transfer, encumber, dismember, rent, demolish, build, furnish, restructure and joining, as well as instating the creditor's privilege over the real estate, property of the loaned party, located in Giurgiu city, 194 Sloboziei Road, Giurgiu county, CF 30878, having cadastral number 30878, with an installed capacity of 52 MWp;
- b. Securing with movable mortgage having as object the equipment financed for acquisition for the Giurgiu Solar Park;
- c. Securing with movable mortgage over all project bank accounts, opened by Simtel Team S.A. at the financing bank;
- d. Securing with movable mortgage over receivables in cash / insurance policies resulting from the concluded Sale – Purchase Agreements for electricity of the type PPA, over existing and future receivable that may result from the EPC agreements for the Giurgiu Solar Park;
- e. Registering one or several movable mortgages over equipment that is object of financing, receivables and reimbursements resulting from the PNRR financing agreement no. 296/28.03.2024PNRR signed with the Ministry of Energy or which may result from the bridge loan or loans subsequent to the respective PNRR financing agreement, in favour of the creditors – financiers for the loans provided at point 1 above.

Decision no. 2 was therefore adopted with 5,380,180 voting rights, representing 99.59206% of the voting rights for this item.

### **DECISION no. 3**

The Shareholders approve the delegation and authorisation of the Board of Directors to decide with full powers the negotiation and contracting of loans within the indebtedness limit provided at point 1 above, as well as negotiating and undertaking of subsequent guarantees as provided at point 2 above, as well as the conclusion or any addenda for reduction, increase, completion, anticipated



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reimbursement, refinancing, assignment or other modifications to the respective loans and guarantees, within the specified indebtedness limits.

Decision no. 3 was therefore adopted with 5,386,517 voting rights, representing 99.70936% of the voting rights for this item.

#### **DECISION no. 4**

The Shareholders approve the authorization of the acquisition by the Company, directly or through a person acting in their own name, but on behalf of the Company, of a number of own shares for which the total nominal value is equal to a maximum of 5% of the Company's subscribed share capital as of the date of this decision, for a maximum period of 18 months from the date of decision publication in the Official Gazette of Romania, part IV, at a price per share (i) at least equal to the market price of a share on the Bucharest Stock Exchange (BSE) as of the moment of the acquisition, but not less than Ron 0.2 and (ii) at maximum equal to the higher of the price of the last independent transaction and the highest price at that time of the purchase offer on the BSE, in accordance with the provisions of art. 3 para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to repurchase programmes and stabilisation measures, but not more than Ron 68 (representing the maximum trading price in the last 12 months). The maximum aggregate value of the repurchase program is of RON 26,923,376. The nominal value of the own shares thus acquired by the Company, including those already in its portfolio, cannot exceed the limit of 5% of the Company's subscribed share capital, as of the date of the repurchase. The repurchase program will have as its purpose the operations described in Article 5 para. (2) letters (a) and (c) of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 regarding the market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, namely the purpose of reducing the Company's share capital and complying with and implementing the obligations arising from stock option programmes of which beneficiaries are employees or members of the Company's management bodies. Therefore, a maximum number of 395,932 own shares thus acquired, by reference to the total number of shares of 7,918,650 and to the Company's share capital as of the date of this decision of RON 1,583,730, may be used, as the case may be, for the reduction of the Company's share capital or offered to employees and members of the Company's management.

Decision no. 4 was therefore adopted with 5,393,809 voting rights, representing 99.84434% of the voting rights for this item.



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#### **DECISION no. 5**

The Shareholders approve to empower the Company's Board of Directors to perform all necessary and useful operations and/or procedures, regarding the implementation of additional point 4 above, including (but not limited to) adequate disclosure of the program purpose before the commencement of trading under the repurchase program.

Decision no. 5 was therefore adopted with 5,389,479 voting rights, representing 99.76419% of the voting rights for this item.

#### **DECISION no. 6**

The Shareholders approve the date of 28.01.2025 as registration date and the 27.01.2025 as the ex-date for the identification of shareholders who will be impacted by the effects of the decisions adopted by the EGMS.

Decision no. 6 was therefore adopted with 5,401,228 voting rights, representing 99.98167% of the voting rights for this item.

#### **DECISION no. 7**

The Shareholders approve the mandate for Mr. Mihai Radu TUDOR, General Manager 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 EGMS resolution, to submit, request publication in the Official Journal of Romania, Part IV of the resolution, and take any documents, to perform any formalities required before the Trade Registry Office and before any other authority, public institutions, natural persons or legal entities, and perform any operations for the purpose of enforcing and ensuring the binding nature of the resolutions that will be passed by the EGMS.

Decision no. 7 was therefore adopted with 5,396,213 voting rights, representing 99.88884% of the voting rights for this item.

These Decisions were drafted and signed on this day of 30.12.2024, electronically with a qualified electronic signature.

**SIMTEL TEAM S.A.**

by General Manager,  
Mr Mihai Radu TUDOR