

Company SIMTEL TEAM S.A.

NOTICE OF MEETING

**(adding to the agenda of the extraordinary general meeting of shareholders of the
27.12.2024/30.12.2024)**

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, ground floor, district 6, with a registered and paid capital of 1,583,730 RON (hereinafter the “**Company**”), through IULIAN NEDEA, President of the Administration Board, considering:

- the notice of meeting for the Extraordinary General Meeting of the Shareholders of SIMTEL TEAM S.A. on 27.12.2024/30.12.2024, 11:30 hours, as published in the Official Journal of Romania, Part IV, no. 4967/26.11.2024,
- the proposal of the Administration Board of the Company, in accordance with art. 117¹ para. (2¹) of the Company Law no. 31/1990 for supplementing the agenda of the Extraordinary General Meeting of Shareholders (“AGEA”) with two new items, as follows:

”1. The approval to authorize 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.

2. The approval to empower the Company's Board of Directors to perform all necessary and useful operations and/or procedures, regarding the implementation of additional point 1 above, including (but not limited to) adequate disclosure of the program purpose before the commencement of trading under the repurchase program."

pursuant to art. 117¹ para. (2) of Law no. 31/1990, orders the requested items to be added on the agenda of the AGEA, and therefore the agenda of the AGEA meeting shall be as follows:

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. 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.
2. Approval of 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 Giugiu 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.

3. Approval of 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 reimbursement, refinancing, assignment or other modifications to the respective loans and guarantees, within the specified indebtedness limits.
4. Approval to authorize 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.
5. The approval 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

6. 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 AGEA.
7. 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 AGEA resolution and the Company's updated Articles of Incorporation, if necessary; 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 AGEA.

The updated forms for the ballot paper and the special power of attorney aligned with the supplemented agenda are available for download on the Company's website under Investors – General Meetings of Shareholders, as of 16.12.2024.

The other provisions mentioned in the notice of meeting published in the Official Journal of Romania, Part IV, no. 4967/26.11.2024 are and shall remain valid.

IULIAN NEDEA

President of the Administration Board
