

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

The Board of Directors of the company **SIMTEL TEAM S.A.** registered with the Trade Registry of the Bucharest Court under no. J2010000564406, EUID ROONRC.J2010000564406, unique registration code 26414626, with its registered office in Bucharest, 319L Spl. Independenței, Bruxeles Office Building (Building B), Entrance A, ground floor, district 6, with a registered and paid capital of 1,583,730 lei (hereinafter the “**Company**”), represented by IULIAN NEDEA, in his capacity of Chairman of the Board of Directors,

On the grounds of the Company Law no. 31/1990, republished, as further amended and supplemented (the “**Companies Law**”), Law no. 24/2017 concerning the issuers of financial instruments and market operations, republished, as further amended and supplemented (the „**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented (the “**Regulation no. 5/2018**”), and the Company’s articles of incorporation (the “**Articles of Incorporation**”),

CONVENE

the Ordinary General Meeting of Shareholders (AGOA) on the day of 24.04.2025, 12:00 PM at the Company’s offices in 319L Splaiul Independenței, Bruxeles Office Building (Building B), Entrance A, ground floor, 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 **14.04.2025**, 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 25.04.2025, 12:00 PM, 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 24.04.2024, 13:00 PM at the Company’s offices in 319L Splaiul Independenței, Bruxeles Office Building (Building B), Entrance A, ground floor, 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 **14.04.2025**, established as a Reference date. Should the necessary quorum not be achieved upon the first convening, a second AGEA meeting shall take place on 25.04.2025, 13:00 PM, in the same place and with the same agenda, and with the same Reference Date.

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the individual and consolidated annual financial statements drafted for the financial year ended on December 31, 2024, together with the Board of Directors’ report and the report of the independent auditor.

2. Approval of the discharge of the members of the Board of Directors for the 2024 financial year based on the reports presented.
3. Approval of the Company`s consolidated revenue and expense budget for the fiscal year 2025.
4. Approval of the distribution of the net profit for the year 2024, established in accordance with the applicable legislation, in the amount of 32,277,125.64 lei, as follows:
 - a. 1,231 lei to set up the Company's legal reserves;
 - b. 32,275,894.64 lei representing retained profit.
5. Approval of the Company's management remuneration report for the fiscal year ended on December 31, 2024, in accordance with the presentation materials.
6. Approval of the amendment of the Company`s Remuneration Policy in order to change the remuneration limits of the members of the Board of Directors, in gross amount, as follows: the minimum limit will be 19,176 lei per month and the maximum limit will be 49,593 lei per month.
7. Approval of the remuneration of the members of the Board of Directors for the financial year 2025 as follows:
 - i. Remuneration of each member of the Board of Directors - executive administrator - at the level of 19,176 lei (gross) per month;
 - ii. Remuneration of each member of the Board of Directors - non-executive director and founder of the Company - at the level of 49,593 lei (gross) per month; and
 - iii. Remuneration of each member of the Board of Directors - non-executive director who is not a founder of the Company - at the level of 19,176 lei (gross) per month.
8. Approval of the appointment of Mr. Bogdan Birta as a non-voting advisory member of the Audit and Risk Committee of the Company. Mr. Bogdan Birta meets the requirements set out in Art. 65 para. (3¹) of Law No 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending some normative acts.
9. Approval of the extension of the mandate of **BAKER TILLY KLITOU KLITOU AND PARTNERS S.R.L.**, with registered office at 42 Pipera Road, Globalworth Plaza, 7th floor, office no. 2, district 2, Bucharest, registered with the Trade Register under no. J40/5434/2003, with unique identification code 15381680, legally represented by Mr. Serge Gonvers - administrator, as external financial auditor of the Company for a period of one (1) year starting with April 30, 2025, for the audit of the individual and consolidated financial statements for the financial year 01.01.2025-31.12.2025; as well as to authorize the Chief Executive Director, with the possibility of sub-delegation, that in the name and on behalf of the Company, with full power and authority to negotiate the terms and conditions of the mandate of BAKER TILLY KLITOU AND PARTNERS S.R.L, as well as to negotiate, approve and sign the contract and any other documents, and to perform any legal documents and deeds necessary, useful or expedient in connection with the above. The mandate of the financial auditor is valid until April 30, 2026.
10. Approval of the date of 16.05.2025 as registration date and the date of 15.05.2025 as the ex-date for the identification of shareholders who will be impacted by the effects of the decisions adopted by the AGOA.

11. Approval of the mandate for Mr. Mihai Radu TUDOR, Chief Executive Director of the Company, who will have the possibility to sub-delegate, so as on behalf and on the name of the Company, with full power and authority, to sign any documents, including the AGOA resolution, to submit, to 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 AGOA.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the amendment of Article 12.2 of the Company's Articles of Incorporation to reflect the resolutions under item 9 approved at the AGOA meeting as convened by this notice, as follows:

ORIGINAL FORM

Art. 12.2. The Company shall have a financial auditor, natural or legal person, appointed by the Ordinary General Meeting of Shareholders in accordance with the law. The financial auditor of the Company is the company BAKER TILLY KLITOU KLITOU AND PARTNERS S.R.L., of Romanian nationality, with registered office at 42, Pipera Road, Globalworth Plaza, 7th floor, office no. 2, district 2, Bucharest, registered with the Trade Register under no. J40/5434/2003, EUID ROONRC J40/5434/2003 with unique identification code 15381680, legally represented by Mr. Serge Gonvers, in his capacity as administrator. The auditor's mandate is valid until April 30, 2025

PROPOSED FORM

Art. 12.2. The Company shall have a financial auditor, natural or legal person, appointed by the Ordinary General Meeting of Shareholders in accordance with the law. The financial auditor of the Company is the company BAKER TILLY KLITOU KLITOU AND PARTNERS S.R.L., of Romanian nationality, with registered office at 42, Pipera Road, Globalworth Plaza, 7th floor, office no. 2, district 2, Bucharest, registered with the Trade Register under no. J40/5434/2003, EUID ROONRC J40/5434/2003 with unique identification code 15381680, legally represented by Mr. Serge Gonvers, in his capacity as administrator. The auditor's mandate is valid until April 30, 2026.

2. Approval of:

- a corporate bonds issuance programme and/or of one or more individual issues of nominative bonds, in dematerialized and non-convertible form, non-convertible, unsecured, with or without discount, which may or may not be linked to sustainability objectives, with a total value of up to EUR 30,000,000 or the equivalent thereof in any other currency, denominated in Euro and/or lei and/or any other currency, with a fixed or variable interest rate, as the case may be, and with a maturity not exceeding ten (10) years (by reference to each issuance), and which shall be governed by any applicable law (the "**Bonds**"), the Board

of Directors having full power to establish the terms and conditions of the issuance program and/or any issuance under the program and/or any individual issuance;

- the conduct of one or more offers ("**Offers**" and each of them an "**Offer**"), having as subject the Bonds, in the form of (i) an Offer addressed to the public in Romania ("**Public Offer**"), and/or (ii) an Offer pursuant to permitted exceptions from the publication of a prospectus, including those set out in Article 1(4) letters (a) to (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") and/or Offer addressed to investors to whom such Offers may lawfully be addressed and directed, in accordance with the exemptions from Regulation S ("**Regulation S**") of the United States Securities Act of 1933 (the "**Law on Securities**") and without any obligation to comply with any other formalities under any applicable law, to the extent and only if an investment in the Bonds does not constitute a violation of any applicable law by such investor ("**Private Placement**"), as in accordance with a decision adopted by the Board of Directors in this regard;
 - undertaking by the Company of all actions and formalities necessary, useful and/or opportune for the purpose of admitting the Bonds to trading on a regulated market or any other trading venue following a relevant Offer (the "**Listings**" and any of them the "**Listing**");
 - empowering the Board of Directors to issue any resolution and to perform all legal acts and deeds necessary, useful and/or expedient for the enforcement of the resolutions passed by the AGEA in respect of the Bonds, any Offer and Listings (the Board of Directors shall have full discretion in respect of the passing of any resolution in respect of the Bonds, the Offers and the Listings), including, but not limited to, in respect of the following matters:
 - a) negotiating as well as determining and approving the issuance amount, interest rate, issuance price in accordance with market conditions, as well as approving the other final terms and conditions of the respective Bonds and/or Offers, the contractual terms, drawing terms, early reimbursement terms, interest, fees and charges, guarantees, the establishment of any type of collateral, the selection of intermediaries for the Offers, ensuring the drafting and publication of any offer or listing prospectus, offer document, as well as negotiating, approving and signing any and all documents relating to the Bonds, Offers and Listings, approving the Listing markets, negotiating and signing any and all contracts with intermediaries and advisors, performing any and all necessary, useful and/or expedient legal acts and deeds;
 - b) approval of any agreements relating to the Bonds and/or the Offers and/or the Listings or of any other arrangements, commitments, offer prospectuses, offer documents, any agreements of underwriting, selling, agency, trust, advisory, certificates, statements, registers, notifications, addenda and of any other necessary documents, useful and/or expedient instruments and documents, to perform any formalities and to authorize and/or execute any other actions necessary to give full effects to the issuance of the Bonds and/or the Offers and/or the Listings (as the case may be), etc; and
 - c) empowering the Company`s representatives to sign any such documents, to perform any such formalities and perform any such actions.
3. Approve the date of 16.05.2025 as registration date and the date of 15.05.2025 as the ex-date for the identification of shareholders who will be impacted by the effects of the decisions adopted by the AGEA.

4. 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; 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.

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 convening 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 the shareholders who are registered in the Company's Shareholders Registry as of the Reference Date, according to the legal provisions applicable to listed joint stock companies and to the provisions of the Articles of Incorporation; 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 card (ID 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 card of the legal representative (ID card for Romanian citizens or, as applicable, passport/residence permit/ID card for foreign citizens).

The representatives of the shareholders who are natural persons/legal entities will be identified based on their ID card (ID 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 provide a copy of their updated ID card (ID 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 provide 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 certified copy).

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

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

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

As of **24.03.2025**, all presentation materials concerning the issues included on the agenda of the AGEA and the AGOA will be made 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 granted by the shareholders for a period that may not exceed 3 years, allowing their representative to vote for 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 powers of attorney shall be submitted/sent to the Company's headquarter, in Romania, Bucharest, 319L Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, ground floor, district 6, with a mention "certified copy" 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 22.04.2025, 12:00PM**.

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 (19) of Law no. 24/2017), or of 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. 105 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, he may execute 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 statement given by the legal representative of the agent or the attorney-at-law who has received a representation power of attorney, signed in its original form and, as applicable sealed, specifying that:

- (i) the power of attorney is given by the respective 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 e-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 single 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 headquarter, in Romania, Bucharest, 319L Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, ground floor, 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 certified copy and signed by the representative, to be registered as received at the Company’s registration office **by 22.04.2024, 12:00 PM**, with clear mention on the envelope or e-mail title stating “*For the Extraordinary/Ordinary General Meeting of Shareholders of 24.04.2025/25.04.2025*”.

When filling in the special powers of attorney/the ballot papers for mail voting, the shareholders are kindly asked to take into consideration 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 **09.04.2025**.

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 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 the Companies Law.

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 22.04.2025, 12:00 PM.**

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 vote

Electronic vote can be performed 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 card of the legal representative (ID card, passport, residence permit)*;
- copy of the ascertaining certificate issued by the Trade Registry 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. The files to be uploaded 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 notarized 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

Chairman of the Board of Directors
