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Company SIMTEL TEAM S.A.

NOTICE OF MEETING

(adding to the agenda of the extraordinary general meeting of shareholders of the
24.04.2025/25.04.2025)

The Administration Board of company **SIMTEL TEAM S.A.** Registered with the Trade Register of the Bucharest Tribunal under the no. J2010000564406, EUID ROONRC. J2010000564406, sole registration code 26414626, with its registered office in Bucharest, no. 319L, Spl. Independenței, Bruxeles 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 24.04.2025/25.04.2025, 13:00 hours, as published in the Official Journal of Romania, Part IV, no. 1426/24.03.2025,
- 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 four new items, as follows:

”1. Approval of the modification of the limit up to which the Company may contract, as a debtor, individually or jointly with other companies wholly or partially owned by the Company, loans (credit lines, factoring, reverse factoring, working capital, leasing, issuance of bank guarantee letters without cash collateral, issuance of letters of credit, etc.), from banking institutions, credit institutions and/or other banking or non-banking financial institutions, or any other institutions allowed by law, from the maximum value of RON 150,000,000, approved by the Extraordinary General Meeting of Shareholders of the Company on 29.02.2024, to a maximum value of RON 250,000,000.

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 the privilege of the financier over the real estate for which the Company holds a right of ownership or a real right over them;**
- b. Securing with movable mortgage for specified existing assets relating to financed equipment purchased for the Photovoltaic Parks developed by the Company;**



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- c. *Securing with movable mortgage over all receivables and the balance of the current account and sub-accounts opened with the financing bank;*
- d. *Securing with movable mortgage over all receivables from performance contracts and the balance of the account(s) opened with the respective financing bank;*
- e. *Security by moveable mortgage over all the monetary claims/insurance policies resulting from the concluded PPA Power Purchase Agreements, over the existing and future claims that may result from the EPC contracts for the Photovoltaic Parks developed by the Company;*

3. Approval of the delegation and the authorization of the Board of Directors to be able to decide with full powers the negotiation and contracting of loans within the indebtedness limit provided for in paragraph 1 above, as well as the negotiation and assumption of the related guarantees provided for in paragraph 2 above, as well as the conclusion of any additional acts of reduction, increase, completion, early repayment, refinancing, assignment or other modifications of such loans and guarantees, within the provided indebtedness limits. The Board of Directors shall have the possibility of sub-delegation for the signing of financing contracts and/or guarantee contracts and/or for the signing of any documents in relation to points 1 and 2 above.

4. Approval of the delegation and authorization of the Board of Directors to decide, for one or more operations of share capital increase with a number of shares issued by the Company, the nominal value of which shall not exceed for each increase operation 2% of the share capital of the Company valid at the beginning of each calendar year, carried out for the implementation of the multi-year employee incentive plans (SOP) within the Company, pursuant to the delegation of the powers of the AGEA regarding the increase of the Company's registered capital according to art. 8.7. of the Articles of Incorporation, lifting or restricting shareholders' right of preference, in line with the provisions of art. 217 of the Companies Law, and according to art. 86 para. (3) and art. 88 para. (1) of Law no. 24/2017 and art. 220¹ para. (4) of the Companies Law, the approval of the introduction of Article 8.7¹ of the Articles of Incorporation, which shall read as follows:

„For the purpose of implementing multi-annual employee incentive plans within the Company (SOP) through share capital increase operations, the Board of Directors shall have the power to raise or restrict the shareholders' right of preference for any issuance carried out for this purpose pursuant to the delegation of powers to the Extraordinary General Meeting of Shareholders on the resolution to increase the Company's share capital pursuant to art. 8.7. of the Articles of Incorporation, for each share capital increase operation within the limit of 2% of the Company's share capital valid at the beginning of each calendar year, in compliance with the provisions of Law no. 31/1990 on Companies, republished, as subsequently amended, respectively with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, and with any other provisions of the capital market legislation.”

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:



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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 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 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



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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.** Approval of the modification of the limit up to which the Company may contract, as a debtor, individually or jointly with other companies wholly or partially owned by the Company, loans (credit lines, factoring, reverse factoring, working capital, leasing, issuance of bank guarantee letters without cash collateral, issuance of letters of credit, etc.), from banking institutions, credit institutions and/or other banking or non-banking financial institutions, or any other institutions allowed by law, from the maximum value of RON 150,000,000, approved by the Extraordinary General Meeting of Shareholders of the Company on 29.02.2024, to a maximum value of RON 250,000,000.
- 4.** 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



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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 the privilege of the financier over the real estate for which the Company holds a right of ownership or a real right over them;
- b. Securing with movable mortgage for specified existing assets relating to financed equipment purchased for the Photovoltaic Parks developed by the Company;
- c. Securing with movable mortgage over all receivables and the balance of the current account and sub-accounts opened with the financing bank;
- d. Securing with movable mortgage over all receivables from performance contracts and the balance of the account(s) opened with the respective financing bank;
- e. Security by moveable mortgage over all the monetary claims/insurance policies resulting from the concluded PPA Power Purchase Agreements, over the existing and future claims that may result from the EPC contracts for the Photovoltaic Parks developed by the Company;

5. Approval of the delegation and the authorization of the Board of Directors to be able to decide with full powers the negotiation and contracting of loans within the indebtedness limit provided for in paragraph 3 above, as well as the negotiation and assumption of the related guarantees provided for in paragraph 4 above, as well as the conclusion of any additional acts of reduction, increase, completion, early repayment, refinancing, assignment or other modifications of such loans and guarantees, within the provided indebtedness limits. The Board of Directors shall have the possibility of sub-delegation for the signing of financing contracts and/or guarantee contracts and/or for the signing of any documents in relation to points 3 and 4 above.

6. Approve the delegation and authorization of the Board of Directors to decide, for one or more operations of share capital increase with a number of shares issued by the Company, the nominal value of which shall not exceed for each increase operation 2% of the share capital of the Company valid at the beginning of each calendar year, carried out for the implementation of the multi-year employee incentive plans (SOP) within the Company, pursuant to the delegation of the powers of the AGEA regarding the increase of the Company's registered capital according to art. 8.7. of the Articles of Incorporation, lifting or restricting of the shareholders' right of preference, in line with the provisions of art. 217 of the Companies Law, and according to art. 86 para. (3) and art. 88 para. (1) of Law no. 24/2017 and art. 220¹ para. (4) of the Companies Law, the approval of the introduction of Article 8.7.¹ of the Articles of Incorporation, which shall read as follows:

„For the purpose of implementing multi-annual employee incentive plans within the Company (SOP) through share capital increase operations, the Board of Directors shall have the power to raise or restrict the shareholders' right of preference for any issuance carried out for this purpose pursuant to the delegation of powers to the Extraordinary General Meeting of Shareholders on the resolution to increase the Company's share capital pursuant to art. 8.7. of the Articles of Incorporation, for each share capital increase operation within the limit of 2% of the Company's share capital valid at the beginning of each calendar year, in compliance with the provisions of Law no. 31/1990 on Companies, republished, as subsequently amended, respectively with the provisions of Law no.



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24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, and with any other provisions of the capital market legislation.”

7. 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.

8. 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.

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 12.04.2025.

The other provisions mentioned in the notice of meeting published in the Official Journal of Romania, Part IV, no. 1426/24.03.2025 are and shall remain valid.

IULIAN NEDEA

President of the Administration Board
