

DECISIONS

OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of the Company SIMTEL TEAM S.A. Of 07[/08].08.2025

The shareholders of **SIMTEL TEAM S.A.**, a company registered in the Trade Register of the Bucharest Tribunal at no. J2010000564406, EUID ROONRC. J2010000564406, unique company code 26414626, having its registered offices in Bucharest, 319L Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, ground floor, district 6, with a subscribed and paid registered capital of 1.583.730 lei (hereinafter the "**Company**"), convened on 07[/08] August 2025, 11:00 am, the Extraordinary General Meeting of Shareholders ("**Meeting**" or "**AGEA**") at the Company's registered offices in Bucharest, 319L Splaiul Independenței, Bruxelles 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.

[...] shareholders were present at the beginning of the Meeting, owning [...] shares in the Company, representing [...]% 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 the amendment to the Company's multi-year key employee incentive plan for the period 2024 - 2025 ("the Plan" / "Stock Option Plan"), which provides for the granting of options to receive free of charge shares issued by the Company, representing up to 2% of the total number of the Company's shares, approved by the Extraordinary General Meeting of Shareholders on February 29, 2024, for the clarification of the reference criterion used to evaluate the fulfillment of the general condition regarding the increase of the annual turnover, in the sense that, for the granting of options, the consolidated annual turnover at the Simtel Team S.A. group level, as reflected in the audited consolidated financial statements, shall be taken into account.

Decision no. 1 was passed with [...] votes "in favour", representing [...]% of the Company's registered capital, and [...]% of the total valid votes expressed.

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DECISION no. 2

The shareholders approve the increase in the Company's share capital by the amount of **44,616.2** lei, from **1,583,730** lei to **1,628,346.2** lei, through the issue of **223,081** new shares with a nominal value of 0.2 lei per share, following the incorporation of the first operations of 44,616 lei, following a major mission operation. social that took place in 2022 (approved by the Decision of the Sole Administrator dated October 24, 2022), for the benefit of all shareholders registered in the Shareholders' Register kept by the Central Depository on the stable registration date by the AGEA.

The distribution of free shares will be made according to the ratio between **223,081** (new shares issued within the share capital increase) and **7,918,650** (number of shares before the share capital increase), for each 1 share held at the registration date the shareholders will receive **0.0281715949056973** free shares.

The purpose of the capital increase is to issue available shares so that the Company can fulfil its obligations under the free share allocation plan at Company level („Plan SOP”), approved by the decision of the Extraordinary General Meeting of Shareholders of 29.02.2024 the shareholders having the possibility:

- (i) either to receive the free shares due to them, according to the allocation index mentioned above,
- (ii) either to receive nominal value for each of these due actions, in the case of this last option, the shares will be uploaded by the Central Depository to the treasury account of the Company.

Company registered at the registration date will have at their disposal a period of 10 calendar days, as mentioned in the Option expression procedure, which is part of the AGEA support materials, to express one of the following options:

- (i) to receive their free shares according to the allocation index of 0.0281715949056973 free shares for each share held at the registration date;
- (ii) receive the nominal amount due for the total number of free shares to which they would be entitled, according to the allocation index of 0.0281715949056973 free shares for each share held on the registration date.

If the number of shares to which a shareholder would be entitled following the share capital increase is not a natural number, the number of shares actually allocated to that shareholder will be rounded down to the next lower natural number.

The Company will compensate the shareholders for the fractions thus resulted through the Central Depository. The amount to be compensated shall be obtained by multiplying the fraction by 4 decimal
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places by the clearing price and then rounding the multiplication result to two decimal places. The compensation price will be equal to the highest value between: the market value established according to the legal provisions in force and the nominal value.

Decision no. 2 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 3

The shareholders approve the shareholders opting procedure through which the operation to increase the share capital with free shares will be implemented, in the form in which this document was presented to the shareholders as AGEA support material.

Decision no. 3 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 4

The shareholders approve the empowerment of the Board of Directors, with the possibility of sub delegation to the General Manager of the Company, to adopt any decision and to perform any acts or deeds that would be necessary, useful or advisable for the implementation of the share capital increase with free shares, as described in item 2 on the AGEA agenda, including, but not limited to the following aspects:

- (i) Establishing the implementation of the share capital increase with free shares, including the determination of the date of payment for free shares, the clearing price of the share fractions and the date of payment for the resulting fractions of shares;
- (ii) Ensuring the listing on the Regulated Market operated by the Bucharest Stock Exchange of the shares issued following the increase of the share capital and the amendment of the Constitutive Act in order to reflect the new share capital of the Company;
- (iii) The approval and signature of any documents related to the increase in share capital, including any certificates, declarations, registers, notifications and any other documents and documents that are necessary for the fulfilment of any formalities and the authorization and/or execution of any other actions that are necessary for the granting of full effect on the increase in share capital.

Decision no. 4 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 5

The shareholders approve the obtaining of all relevant approvals and authorizations and, respectively, the ratification of the transaction regarding the acquisition by the Company of a number of 20 shares representing 100% of the share capital of SMTL SOLAR BUGHEA S.R.L., a Romanian company with headquarters in Bucharest, Splaiul Independenței no. 319, block OB 410, sector 6, registered with the Trade Register under no. J2021013410402, CUI 44693545 from Mr. BAZARCIUC SERGIU-EUGEN, as sole shareholder and seller. SMTL SOLAR BUGHEA S.R.L. owns a photovoltaic power plant with an installed capacity of 70.01 MW. The total purchase price is RON 32,207,190 and will be paid by the Company as follows:

- **The value of the loans** granted by the sole shareholder in the amount of RON 3,858,914 on the date of signing the sale-purchase contract regarding the shares (*the Company thus taking over the receivable at its nominal value*), and
- **The difference** in the purchase price resulting from the decrease in the loans granted by the sole shareholder in the amount of RON 3,858,914, in two installments:
 - **First instalment:** 20% of the price, within a maximum of 8 months after the signing of the contract, but no later than 28 February 2026; and
 - **Second installment:** 80% of the price, within a maximum of 2 years from the signing of the contract, but no later than December 30, 2026 or within 15 working days from the collection of the price in case of resale to a third party, as the case may be.

Decision no. 5 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 6

The shareholders approve the modification of the limit up to which the Company may contract, individually or jointly with or through other companies wholly or partially owned, loans (credit lines, factoring, reverse factoring, working capital, leasing, issuance of bank guarantee letters without collateral, issuance of letters of credit, etc.), from the maximum value of LEI 250,000,000, approved by the Extraordinary General Meeting of Shareholders of the Company on 24.04.2025, to a maximum value of LEI 350,000,000.

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Decision no. 6 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 7

The shareholders approve the guarantee by the Company of the financial obligations resulting from the contracting of loans pursuant to paragraph 6 above, directly or indirectly, through one or more of the entities wholly or partially owned by the Company, by constituting movable and/or immovable mortgages on the assets of the Company or of the entities wholly or partially owned by the Company (immovable property, fixed assets, receivables, insurance policies, etc.), as they will be requested by / agreed with the creditors in order to grant the loans, including but not limited to the following types of guarantees in favor of the creditors:

- a. Guaranteeing with a real estate mortgage and prohibitions of alienation, encumbrance, dismantling, renting, demolition, construction, arrangement, restructuring and attachment, as well as the lender's privilege over the immovable property for which the Company holds a property right or a real right over them;
- b. Securing with a movable mortgage for the existing assets determined having as object financed equipment purchased for the Photovoltaic Parks developed by the Company;
- c. Guarantee with the movable mortgage on the receipts and balance of the current account and sub-accounts opened at the respective financing bank;
- d. Guaranteeing with a movable mortgage on the universality of receivables from execution contracts and the balance of the account(s), opened with the respective financing bank or, as the case may be, with the respective financing banks;
- e. Guaranteeing with the movable mortgage on the monetary receivables/insurance policies resulting from the PPA Electricity Sale and Purchase Contracts concluded, on the existing and future receivables that could result from the EPC contracts for the Photovoltaic Parks developed by the Company.

Decision no. 7 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 8

The shareholders approve the delegation and authorization of the Board of Directors to be able to decide with full powers the negotiation and contracting of loans within the debt limit provided above, as well as the negotiation and assumption of the related guarantees exemplified above, as well as the conclusion of any additional acts of reduction, increase, completion, early repayment, refinancing,

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assignment or other modifications of the respective loans and guarantees, within the provided indebtedness limits. The Board of Directors has 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 Decisions no. 6 and no. 7 above.

Decision no. 8 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 9

The shareholders approve the date of 03.09.2025 as the registration date for the identification of the shareholders on which the effects of the decisions adopted by the AGEA will be reflected, the date of 02.09.2025 as ex-data and the date of 01.09.2025 as the date of guaranteed participation, in accordance with the provisions of Article 2 (2), point j) of Regulation 5/2018.

Decision no. 9 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

DECISION no. 10

The shareholders approve the empowerment of Mr. Mihai Radu TUDOR, as General Manager of the Company, with the possibility of subdelegation, as on behalf and on behalf of the Company, with full power and authority, to sign any documents, including the AGEA decision and the updated Constitutive Act of the Company, to submit, to request the publication of the decision in the Official Gazette of Romania, IVth part, to pick up any documents to carry out any formalities necessary before the Trade Register Office, as well as before any other authority, public institution, legal person or natural person, as well as to execute any operations, in order to carry out and ensure the opposability of the decisions to be adopted by the AGEA.

Decision no. 10 was passed with [...] votes “in favour”, representing [...]% of the Company’s registered capital, and [...]% of the total valid votes expressed.

These Decisions were drafted and signed on this day of 07/[08].08.2025, in 5 (five) original counterparts [or electronically with a qualified electronic signature, as applicable].

SIMTEL TEAM S.A.
through Director General,
Mr. Mihai Radu TUDOR

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