

NOTICE OF MEETING
FOR THE 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 company code 26414626, with its registered office in Bucharest, 319L Spl. Independenței, Bruxelles Office Building (Building B), Entrance A, groundfloor, 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, reissued, as further amended and supplemented ("**Companies Law**"), Law no. 24/2017 concerning the issuers of financial instruments and market operations, as further amended and supplemented ("**Law no. 14/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented ("**Regulation no. 5/2018**"), and the Company's articles of incorporation ("**Articles of Incorporation**"),

CONVENING NOTICE

The Extraordinary General Meeting of Shareholders (AGEA) on the day of 07.08.2025, 11:00 AM, at the Company's offices in 319L Splaiul Independenței, Bruxelles 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 28.07.2025, established as a Reference date. Should the necessary quorum not be achieved upon the first convening, a second AGEA meeting shall take place on 08.08.2025, 11:00 AM, in the same place and with the same agenda, and with the same Reference Date.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of 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

SIMTEL TEAM S.A.

Headquarters: 319L Splaiul Independenței, Bruxelles Office Building B, Bucharest, District 6, Romania
Sole Identification Code: RO 26414626 • Trade Registry Registration Number: J2010000564406
E-mail: investors@simtel.ro • www.simtel.ro

Team S.A. group level, as reflected in the audited consolidated financial statements, shall be taken into account.

2. Approval of 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) or to receive the free shares due to them, according to the allocation index mentioned above, (ii) or 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 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.

3. Approval of the shareholder opt-out 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.
4. Approval of the power of the Board of Directors, with the possibility of subdelegation 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 authorisation and/or execution of any other actions that are necessary for the granting of full effect on the increase in share capital.
5. Approval of 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.
6. Approval of 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.

GENERAL INFORMATION ON THE AGEA

a) Shareholders' participation in the AGEA

It is recommended that shareholders avoid non-essential travel and exercise their right to vote by correspondence, according to the procedure described in this convening notice or through the electronic voting procedure as described below in point g).

The shareholders entitled to participate and vote in the AGEA 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 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 e-mail is mentioned under 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) hereinafter).

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

As of **07.07.2025**, all presentation materials concerning the issues included on the agenda of the AGEA 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.

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 05.08.2025, 11:00 hours**.

The general powers of attorney, before their first use, will be submitted to/expedia to the registered office of the Company, located in Romania, Bucharest, Spl. Independence no. 319L, Bruxelles Office Building (Corp B), Entry A, Ground floor, Sector 6, in copy, including the mention of conformity with the original under the signature of the representative (or by e-mail with extended

electronic signature, according to ASF regulations, at investors@simtel.ro), so that they are registered as received at the Company **registry until 05.08.2025, at 11:00AM**.

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 05.08.2025, 11:00 hours**, with clear mention

on the envelope or e-mail title stating “*For the Extraordinary General Meeting of Shareholders of 07.08.2025/08.08.2025*”.

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 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 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 **23.07.2025**.

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.

When exercising the right described under a) 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 Law no. 31/1990.

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 **05.08.2025, ora 11:00 AM**.

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 voting

Voting can be performed electronically by using e-voting means as per art. 197 of Regulation no. 5/2018, by accessing <http://smtl.evote.ro/> from any device connected to the internet.

For identification and online access in the AGEA, 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. Uploaded files 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 legalised 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

President of the Administration Board

SIMTEL TEAM S.A.

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