

## SIMTEL TEAM S.A.

### NOTICE OF MEETING

**(completion of the agenda of the Extraordinary General Meeting of Shareholders for 07.08.2025/08.08.2025)**

The Board of Directors of **SIMTEL TEAM S.A.** registered with the Trade Register next to Bucharest Tribunal under no. J2010000564406, EUID ROONRC. J2010000564406, unique registration code 26414626, with registered office in Bucharest, 319L Spl. Independenței, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, having a subscribed and paid-up share capital of RON 1,583,730 (hereinafter referred to as the "**Company**"), through Mr. IULIAN NEDEA, as Chairman of the Board of Directors, taking into account:

- the convening of the Extraordinary General Meeting of Shareholders of SIMTEL TEAM S.A. for 07.08.2025/08.08.2025, at 11:00 a.m., as published in the Official Gazette, Part IV, no. 3128/07.07.2025,
  - the proposal of the Board of Directors of the Company, pursuant to art. Art. 1171 para. (21) of the Companies Law no. 31/1990, supplementing the agenda of the Extraordinary General Meeting of Shareholders ("EGMS") **with three new items, as follows:**
1. *"Approval of 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 of guarantee without collateral cash, issuance of letters of credit, etc.), from the maximum value of RON 250,000,000, approved by the Extraordinary General Meeting of Shareholders of the Company on 24.04.2025, to a maximum value of 350,000,000 LEI.*
  2. *Approval of the guarantee by the Company of the financial obligations resulting from the contracting of the loans according to the above point, directly or indirectly through one or more of the entities wholly or partially owned by the Company, by establishing movable and/or immovable mortgages on the assets of the Company or of the entities wholly or partially owned by the Company (real estate, 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.*
- 3. Approval of 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, 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 the above points."*

orders, pursuant to art. 1171 para. (2) of Law no. 31/1990 supplementing the agenda of the EGMS, so that the agenda of the EGMS meeting will be as follows:

### **AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

- 1.** Approval of the amendment of the Multiannual Incentive Plan for the Company's key employees for the period 2024 - 2025 ("Plan" / "Stock Option Plan"), which provides for the granting of options to receive free of charge shares issued by the Company, representing no more than 2% of the total number of shares of the Company, approved by the resolution of the Extraordinary General Meeting of Shareholders dated 29.02.2024, for clarifying the benchmark used to assess the fulfillment of the general condition regarding the increase in annual turnover, in the sense that, for the granting of options, the consolidated annual turnover at the level of the Simtel Team S.A. group is taken into account, as evidenced by the audited consolidated financial statements.
- 2.** Approval of the increase of the Company's share capital by **RON 44,616.2**, from **RON 1,583,730** to **RON 1,628,346.2**, through the issuance of **223,081** new shares with a nominal value of **RON 0.2 per share**, following the incorporation of **RON 44,616.2** lei from the issuance premiums resulting from the share capital increase operation 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 Register of Shareholders kept by the Central Depository on the registration date established by the EGMS.

The distribution of the free shares will be made according to the ratio between **223,081** (newly issued shares within the share capital increase) and **7,918,650** (the number of shares prior to the share capital increase), for every 1 share held on 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 fulfill its obligations under the Company's free share allocation plan ("SOP Plan"), approved by the resolution of the Extraordinary General Meeting of Shareholders dated 29.02.2024, the shareholders having the possibility: (i) either to receive the free shares due to them, according to the above-mentioned allocation index, (ii) either to receive nominal value for each of these due shares, in the case of the latter option, the shares to be loaded by the Central Depository into the Company's treasury account.

In this regard, the Company's shareholders registered on the registration date will have a period of 10 calendar days, as mentioned in the Procedure for expressing options, which is part of the EGMS support materials, to express one of the following options:

- (i) to receive the free shares due to them, according to the allocation index of 0.0281715949056973 free shares for each share held on the registration date;
- (ii) to receive the nominal value 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 increase in the share capital is not a natural number, the number of shares that will actually be allocated to that shareholder will be rounded down to the next lower natural number.

The Company will compensate the shareholders for the fractions thus resulting through the Central Depository. The amount to be offset is obtained by multiplying the fraction by 4 decimal places by the compensation price and then rounding the result of the multiplication to two decimal places. The compensation price will be equal to the higher of: the market value established according to the legal provisions in force and the nominal value.

3. Approval of the shareholders opting procedure through which the share capital increase operation with free shares will be implemented, in the form in which this document was presented to the shareholders as EGMS support material.
4. Approval of the empowerment 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 facts that would be necessary, useful or advisable for the implementation of the share capital increase with free shares, as this operation is described in item 2 of the EGMS agenda, including, but not limited to the following aspects:
  - (i) Establishing the manner of implementation of the share capital increase with free shares, including setting the **date of payment** for free shares, the compensation

price for fractions of shares 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 share capital increase and **amending the Articles of Association in order to reflect the new share capital of the Company**;
- (iii) Approving and signing any documents related to the share capital increase, including any certificates, statements, registers, notifications and any other acts and documents that are necessary in order to fulfill any formalities and authorizing and/or executing any other actions that are necessary in order to give full effect to the share capital increase.

5. Approval of 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.

6. Approval of 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 RON 250,000,000, approved by the Extraordinary General Meeting of Shareholders of the Company on 24.04.2025, to a maximum value of 350,000,000 LEI.

7. Approval of 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.
8. Approval of 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, 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 points 6 and 7 above.
  9. Approval of 03.09.2025 as the registration date for the identification of shareholders who will be affected by the effects of the resolutions adopted by the EGMS, of 02.09.2025 as ex-dates and of 01.09.2025 as the date of guaranteed participation, in accordance with the provisions of art. 2 paragraph (2) letter j) of Regulation 5/2018.
  10. Approval of the power of attorney of Mr. Mihai Radu TUDOR, as General Manager of the Company, with the possibility of subdelegation, that in the name and on behalf of the Company, with full power and authority, to sign any documents, including the EGMS resolution and the updated Articles of Association of the Company, to submit, to request the publication of the decision in the Official Gazette of Romania, part IV, to collect any documents, to fulfill any necessary formalities before the Trade Register Office, as well as before any other authority, public institution, legal or natural persons, as well as to execute any operations, in order to carry out and ensure the enforceability of the decisions to be adopted by the EGMS.

The updated forms for voting and special powers of attorney, according to the completed agenda, can be downloaded from the Company's website, Investors – General Meetings of Shareholders section, starting with 25.07.2025.

Electronic voting can be exercised by using electronic means of voting according to art.197 of Regulation 5/2018 of the A.S.F. on issuers of financial instruments and market operations through the eVOTE platform (before or during the General Shareholders' Meeting) by accessing the <http://smtl.evot.ro> link from any device connected to the internet and through the eVotePRO platform (before the General Shareholders' Meeting) for professional investors as defined by Law no. 126/2018 on markets in financial instruments, in accordance with the provisions of art. 197 of Regulation no. 5/2018. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting is carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal identification requirements specified in section b) below.

Electronic voting forms can be submitted at any time from the start of voting until the live session of the general meeting of shareholders or expressed/reexpressed directly in the live session of the meeting, the last voting option being the registered one.

The platforms contain voting options for all agenda items. Electronic voting is exercised by ticking a voting option "for" or "against" or by "abstention", followed by pressing the "record vote" button. Votes marked in the platform without pressing the "register vote" button will not be taken into account.

The shareholder can connect and vote whenever he wants in the interval designated for voting by mail and/or live, the last voting option being the registered one.

Shareholders must take into account that before exercising their voting rights through the eVote platform/eVotePRO platform, they must complete the registration process described below, and their voting account must be validated by the Company.

Shareholders who are individuals only need to complete the registration process once and update their information whenever necessary. Shareholders who are legal persons/entities without legal personality must complete it for each GMS meeting, except for professional shareholders who vote through the eVotePRO platform whose identification documents have been previously validated, remain valid (within 12 months from the date of issuance) and have not undergone changes and/or have not been replaced by new documents.

For identification and access to the eVote/eVotePRO voting platform, shareholders will provide the following information:

a) Natural persons:

- Last Name
- Personal Identification Code (PIN)
- Email address

- Copy of identity document (identity card, passport, residence permit) \*
- Phone number (optional)

or

- Access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central SA [https:// www.roclear.ro/Inrolare-Investitori](https://www.roclear.ro/Inrolare-Investitori)

b) For shareholders who are legal persons, including professional shareholders / entities without legal personality:

- Name of legal entity
- Unique registration code (CUI)
- Surname Surname of legal representative
- Personal Identification Number (PIN) legal representative
- Email address
- Identity document of the legal representative (identity card, passport, residence permit)\*
- Certificate of ascertainment reflecting the up-to-date status issued by the Trade Register or any equivalent document issued by a competent authority in the state where the legal entity shareholder is legally registered, presented in original or in copy of the original no more than 30 (thirty) days old on the date of publication of the EGMS convening notice in the Official Gazette of Romania and allowing their identification in the Company's register of shareholders held by the Central Depository. \*
- the quality of legal representative will be taken from the register of shareholders from the Reference Date, received from the Central Depository SA if the shareholder has informed the Central Depository SA about its representative in time.
- Phone number (optional)

Documents submitted in a language other than English will be accompanied by a translation by an authorized translator into Romanian/English.

\*The electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The identification made by the Company in the case of legal entities, special or general powers of attorney gives access to the EGMS after proving the validity of the legal representative, respectively of the empowered person.

In the event that as a result of the identification process there are inconsistencies between the data provided by the shareholder and those in the Register of Shareholders on the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department at [investors@simtel.ro](mailto:investors@simtel.ro) or telephone number +40 754 908 742.

The other provisions mentioned in the convening notice published in the Official Gazette of Romania, Part IV no. 3128/07.07.2025, in the completed form, published in the Official Gazette of Romania no. 3346 / 18.07.2025 are and remain valid.

**IULIAN NEDEA**

**Chairman of the Board of Directors**

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