

To: *Bursa de Valori București S.A.*  
*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 63/2025

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities, as subsequently amended and supplemented and the provisions of Article 99 of the Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments.

Date of report	<b>12.11.2025</b>
Name of the Company	<b>Simtel Team S.A.</b>
Registered Office	<b>Bucharest, District 6, 319L Splaiul Independentei, Bruxelles Office Building B</b>
Email	<b>investors@simtel.ro</b>
Phone	<b>+40 754 908 742</b>
Website	<b><a href="http://www.simtel.ro/investitori">www.simtel.ro/investitori</a></b>
Registration nr. with Trade Registry	<b>J2010000564406</b>
Fiscal Code	<b>RO 26414626</b>
Subscribed and paid share capital	<b>1,628,346.20 lei</b>
Total number of shares	<b>8,141,731</b>
Symbol	<b>SMTL</b>
Market where securities are traded	<b>Bucharest Stock Exchange, Main Segment, Standard Category</b>

**Important events to be reported:** Information document regarding the free assignment of shares to employees

The management of Simtel Team S.A. (the "Company") informs investors about the free assignment of 62,919 shares to employees within the Company and the publication of the Information Document drawn up in accordance with art. 1 paragraph (4) lit. i) from Regulation no. 1129/2017 regarding the prospectus that must be published in the case of a public offer of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC.

The information document is attached to this current report.

Iulian NEDEA

Chairman of the Board of Directors

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**SIMTEL TEAM S.A.**

Headquarters: 319L Splaiul Independentei, Bruxelles Office Building B, Bucharest, District 6, Romania  
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## INFORMATION

### on the free assignment of shares to Simtel Team S.A. employees.

#### I. INFORMATION ON THE NUMBER AND NATURE OF SHARES

SIMTEL TEAM S.A., a company registered with the Trade Register attached to the Bucharest Tribunal under no. J2010000564406, unique registration code 26414626, with registered office in Splaiul Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, Bucharest, Romania (the "**Company**"), assigns free of charge a number of **62,919** registered shares, ordinary, dematerialized and free of encumbrances issued by the Company, with a nominal value of RON 0.2 each, to the Company's employees who have exercised their options to receive shares in application of the multi-year plan to incentivize key employees within the Company.

#### II. REASONS FOR AWARDING THE SHARES

On 29.02.2024, the Extraordinary General Meeting of Shareholders of the Company ("**EGMS**") approved a multi-year plan to incentivize key employees within the Company, for the period 2024-2025, by offering options to receive free of charge a number of shares issued by the Company, representing no more than 2% of the total number of shares of the Company applicable at the beginning of each year of the plan – the Stock Option Plan – the "**Plan**" or "**SOP Program**"), subject to the fulfillment of individual performance conditions and a general condition for the increase of the annual turnover, in the form presented in the EGMS of 29.02.2024. The founding shareholders of the Company were not included in the SOP Program.

The decision to determine the eligible employees, the rules for determining the persons benefiting from this Plan, the term in which the option can be exercised, the procedure of the SOP Program, the eligibility conditions and the number of shares granted belonged to the Board of Directors of the Company, in compliance with the principles included in the SOP Program approved by the Company's shareholders.

Given the proven performance of the Company's team and the Company's acquisition of a leading position in solutions for photovoltaic power plants built especially for consumption, both retaining key employees and decreasing the Company's pressure on the salary cost necessary to boost their performance were considered important. Thus, the objective of retaining employees and rewarding performance was considered to be best achieved through a new stock option plan. Considering the successful implementation of a similar program to incentivize key employees for the period 2022-2023, as approved by the Extraordinary General Meeting of Shareholders of the Company on December 28, 2021 and completed by the Extraordinary General Meeting of Shareholders of the Company on 25.04.2023, the Company considered carrying out a similar program for the period 2024-

2025. Last but not least, the Company decided to implement the SOP Program also due to the tax benefits that such a program presents.

Thus, through the SOP Program, the Company wanted to ensure the reward of the performance of key employees and their loyalty by capitalizing on the expertise developed within the Company and implicitly eliminating the possible cost of replacing these people.

### **III. DESCRIPTION OF THE PROCEDURE FOR AWARDING SHARES**

On 29.02.2024, the Extraordinary General Meeting of Shareholders of the Company approved the SOP Program by offering options to receive free of charge a number of shares issued by the Company, representing no more than 2% of the total number of shares of the Company applicable at the beginning of each year of the plan during the 2 years of the SOP Program, 2024-2025, which will be offered in order to remunerate and retain employees and members of the Company's management bodies. According to the SOP Program, "Persons who are considered to have a significant potential impact on the Company's operating and financial results are eligible to benefit from the Plan, **with the exception of significant individual shareholders of the Company on the Effective Date, namely Nedea Iulian, Bazarciuc Sergiu Eugen and Vilau Radu-Laurentiu, who will not benefit from Shares under the Plan.**"

The general condition for granting the Option Rights was that the Consolidated Annual Turnover should increase by at least 10% compared to the previous financial year. Specifically, for the assessment of the fulfillment of the condition for 2025, the consolidated annual turnover recorded in 2024 was used for reporting, registering an increase of at least 10% compared to the previous financial year and, thus, considering that the condition was met.

As individual conditions, the eligible persons have been established following a performance evaluation carried out by the General Manager of the Company, in order to determine the individual contribution to the increase in turnover, if they have fully fulfilled in the relevant fiscal year the role for which they were considered as eligible persons for the entire duration of the relevant Plan year.

By the Decision of the Board of Directors of the Company no. 51 of 23.05.2025, the Eligible Persons were established and the values of the Share Option Rights for each Eligible Person were confirmed. All 40 Persons eligible under the SOP Program have expressed their option to receive shares, by signing and sending to the Company's human resources department the Agreements for the exercise of option rights.

By the Decision of the Board of Directors of the Company no. 54.1 of 02.06.2025 were approved (i) the calculation mechanism for converting the option rights into number of shares - The Company used the calculation mechanism for converting the option rights into the number of shares provided by the provisions of art. 174 of Regulation no. 5/2018 on



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issuers of financial instruments and market operations, a mechanism confirmed by the Financial Supervisory Authority as a fair, transparent one, which was also used in the implementation of the SOP program for 2024, and (ii) the number of shares due to each employee of the Company, eligible person and beneficiary of the SOP Program.

By the Decision no. 2 of the Extraordinary General Meeting of Shareholders of the Company dated 7.08.2025 ("**EGMS Resolution of 07.08.2025**") it was approved the increase of the Company's share capital by the amount of 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 from the issue premiums resulting from the share capital increase operation in the year 2022, for the benefit of all shareholders registered in the Shareholders' Register kept by the Central Depository on 03.09.2025. The purpose of the capital increase was to issue available shares so that the Company could fulfill its obligations under the SOP Program. The shareholders had the possibility either to receive the free shares due to them, or to receive par value for each of these due shares, in the case of the latter option, the shares being transferred by the Central Depository to the Company's treasury account. The 3 founding shareholders of the Company (i.e. Iulian Nedea, Sergiu-Eugen Bazarciuc and Radu-Laurențiu Vilău) opted for the cash option, making available to the Company a total of 141,754 shares, according to the Information dated 07.10.2025.

We note that Depozitarul Central S.A. registered on 15.10.2025, in the Company's register, the increase of the share capital, according to the EGMS Resolution dated 07.08.2025 and according to the Decision of the Board of Directors no. 63 of 08.10.2025, and the Company received from the Financial Supervisory Authority, the Certificate of Registration of Financial Instruments (CIIF) no. AC-5320-6 of 21.10.2025.

The transfer of ownership of the shares from the Company to the eligible persons shall be made after the fulfillment of all the necessary conditions for the transfer, after the transmission of this document and the documents related to the transfer to the Central Depository, according to the legislation in force.

This document has been drafted in accordance with art. 1 para. (4) letter i) of Regulation no. 1129/2017 on the prospectus to be published in the event of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC and is to be submitted to the Financial Supervisory Authority, the Bucharest Stock Exchange and the Central Depository.

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