

**CONVENING NOTICE**

**OF THE ORDINARY GENERAL MEETING AND THE EXTRAORDINARY  
GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS**

**SIMTEL TEAM S.A.**

The Board of Directors of **SIMTEL TEAM S.A.** a **company** registered with the Trade Register attached to the Bucharest Tribunal under no. J2010000564406, EUID ROONRC. J2010000564406, unique registration code 26414626, with registered office in Bucharest, Spl. Independenței nr. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, with a subscribed and paid-up share capital of RON 1,628,346.2, divided into 8,141,731 shares, corresponding to a number of 8,141,731 voting rights, with a nominal value of RON 0.2 each, a company managed in a unitary system, (hereinafter referred to as the "**Company**"), through Iulian NEDEA, as Chairman of the Board of Directors,

Pursuant to Companies Law no. 31/1990, republished, with subsequent amendments and completions ("**Companies Law**"), Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Regulation no. 5/2018**") and the Articles of Association of the Company (the "**Articles of Incorporation**"), subject to the conditions applicable to issuers whose shares are admitted to trading on the capital market,

**CONVENE**

**Ordinary General Meeting of Shareholders ("OGMS") for 27.04.2026, 11:00 AM at the company's headquarters in Splaiul Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, Bucharest, which will be attended by all the**

---

**SIMTEL TEAM S.A.**

Company's shareholders registered in the register of shareholders (kept by Depozitarul Central S.A.) until the end of **17.04.2026**, as the reference date (the "**Reference Date**"). In case of non-meeting of the quorum required at the first call, a second meeting of the OGMS will be held on **04.28.2026**, at 11:00AM, in the same place and with the same agenda and having the same Reference Date; and

**The Extraordinary General Meeting of Shareholders ("EGMS") for 27.04.2026, at 12:00 at the company's headquarters in Splaiul Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, Bucharest**, which will be attended by all the Company's shareholders registered in the shareholders' register (kept by Depozitarul Central S.A.) until the end of **17.04.2026**, set as the Reference Date. In case of non-meeting of the quorum required at the first call, a second meeting of the EGMS will be held on **28.04.2026**, at 12:00, in the same place and with the same agenda and having the same Reference Date.

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

1. Approval of the individual and consolidated annual financial statements, prepared for the financial year ended December 31, 2025, accompanied by the report of the Board of Directors and the report of the independent auditor.
2. Approval of the discharge of the members of the Board of Directors for the financial year 2025, based on the reports submitted.
3. Approval of the Company's consolidated income and expenditure budget for the financial year 2026.
4. Allocation of the net result for the financial year 2025, representing profit, determined in accordance with the applicable legislation, in the amount of RON 10,053,111, as follows:
  - a. 8,923 Lei for the constitution of the Company's legal reserves;
  - b. 10,044,188 Lei representing undistributed profit.

---

#### **SIMTEL TEAMS.A.**

5. Approval of the remuneration report of the Company's management for the financial year ended December 31, 2025, in accordance with the presentation materials.
6. Approval of the modification of the structure of the Company's Remuneration Policy in the sense of integrating non-financial and environmental, social and governance (ESG) indicators, in the variable component and its correlation with operational objectives and long-term sustainability, avoiding the stimulation of behaviors oriented exclusively towards short-term results, in the form presented in the OGMS and made available to shareholders on the Company's website, to the section dedicated to investor relations.
7. Approval of the granting of a new auditor mandate to the company **BAKER TILLY KLITOU AND PARTNERS S.R.L.**, headquartered in 42 Pipera Road, Globalworth Plaza, 7th floor, office no. 2, sector 2, Bucharest, registered with the Trade Register under no. J2003005434409, the unique identifier at European level ROONRC. J2003005434409, having a unique identification code 15381680, legally represented by the administrator, Mr. Andreas PITTAKAS, as well as the authorization of the General Manager, with the possibility of sub-delegation, to, in the name and on behalf of the Company, with full power and authority, negotiate the terms and conditions of the new auditor mandate granted to BAKER TILLY KLITOU AND PARTNERS S.R.L., as well as to negotiate, approve and sign the act granting the new mandate and any other documents, and to carry out any necessary, useful or appropriate legal acts and facts in connection with this new mandate. The mandate of the financial auditor is valid until April 30, 2027.
8. Declaration of the termination of the mandate of administrator, member of the Board of Directors, of Mr. NETEA Adrian, as a result of his resignation from the mandate, with application from the date of the OGMS resolution.
9. Election of an administrator, member of the Board of Directors, following the termination of the mandate of Mr. Adrian NETEA, for the remainder of the term of office, respectively from the date of termination specified in point 8 above and until 25.04.2027.

---

**SIMTEL TEAMS.A.**

**10.** Designation of the General Manager to sign on behalf of the Company the Management Agreement between the Company and the newly elected administrator, member of the Board of Directors.

The list of candidates for the position of director, member of the Board of Directors, including information on the name, place of residence and professional qualification of the persons applying for the position of director, member of the Board of Directors, will be available to shareholders starting with 10.04.2026 and will be available at the Company's headquarters or on the website, in the section dedicated at [www.simtel.ro/investitori](http://www.simtel.ro/investitori), investor relations, after the end of the period in which shareholders can make nomination proposals. The deadline for submitting applications is 10.04.2026 inclusive, 15.00. In exercising the rights provided by law, shareholders may make nominations for the persons to be elected to the Board of Directors until 10.04.2026. The legal entities that will apply for the position of administrator, member of the Board of Directors, will submit their candidacies accompanied by the Company's Articles of Incorporation, in copy, as well as a certificate issued by the Trade Register after 01.04.2026, and in the case of natural persons, the applications will be accompanied by a Curriculum Vitae. The vote for the election of the administrator – member of the Board of Directors is secret.

**11.** Approval of the date of 15.05.2026 as the registration date and the date of 14.05.2026 as ex-dates for the identification of the shareholders on whom the effects of the resolutions adopted by the OGMS will be reflected.

**12.** Approval of the power of attorney of the General Manager of the Company, with the possibility of sub-delegation, to sign any documents, including the resolutions of the OGMS, to submit, to request the publication of the resolutions 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 person, as well as to execute any operations, in order to carry out and ensure the enforceability of the resolutions to be adopted by the OGMS.

---

**SIMTEL TEAMS.A.**

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

1. Approval of the amendment of art. 12.2 of the Company's articles of association in accordance with art. 204 para. (7) and art. 8 letter h) of the Companies Law, so that the identification data of the Company's auditor are omitted, as follows:

### **INITIAL FORM**

*Art. 12.2. The company will have a financial auditor, natural or legal person, appointed by the Ordinary General Meeting of Shareholders according to 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 in Pipera Road no. 42, Globalworth Plaza, 7th floor, office no. 2, sector 2, Bucharest, registered with the Trade Register under no. J40/5434/2003, EUID ROONRC J40/5434/2003 having a unique identification code 15381680, legally represented by Mr. Serge Gonvers, as administrator. The auditor's mandate is valid until 30 April 2026.*

### **PROPOSED FORM**

*Art. 12.2. The company will have a financial auditor, natural or legal person, appointed by the Ordinary General Meeting of Shareholders according to the law. The mandate of the financial auditor is the one established by the decision of the Ordinary General Meeting of Shareholders appointing it.*

2. Ratification of the Electricity Sale-Purchase Agreement no. 318 dated 12.03.2025, as amended by the Addendum, (eng. *Power Purchase Agreement – "PPA"*), concluded between the Company, as Seller, and GES Furnizare S.R.L. (CUI 48797417, J2023017350401), an affiliated company in which the Company holds a stake of 62% of the share capital, as Buyer, with a duration of 10 years and having as object the delivery of an estimated total quantity of approximately 736 GWh of electricity produced by the CEF Giurgiu photovoltaic plant (50,190 MW installed), as

---

#### **SIMTEL TEAMS.A.**

well as the confirmation of all acts, negotiations and steps previously taken by the Board of Directors of the Company in connection with its conclusion and execution.

3. Approval of the date of 15.05.2026 as the registration date and the date of 14.05.2026 as ex-dates for the identification of the shareholders on whom the effects of the resolutions adopted by the EGMS will be reflected.

4. Approval of the empowerment of the General Manager of the Company, with the possibility of sub-delegation, to sign any documents, including the resolutions of the EGMS and the updated Articles of Incorporation of the Company, to submit, to request the publication of the decisions 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.

### ***GENERAL INFORMATION REGARDING EGMS AND OGMS***

#### **a) Participation of shareholders in the EGMS and OGMS**

Shareholders are advised to avoid non-essential travel and to exercise their voting rights by correspondence, according to the procedure described in this convening notice or through the electronic voting procedure as described below in point (g).

Only shareholders registered in the Register of Shareholders of the Company on the Reference Date are entitled to participate and vote in the EGMS and OGMS, in accordance with the legal provisions applicable to listed joint-stock companies and the Articles of Incorporation, personally (through legal representatives), by representative (based on special or general power of attorney), in compliance with the relevant legal provisions, or by correspondence (based on a postal ballot). The special proxy forms and the postal voting forms are made available to shareholders starting with 26.03.2026, on the Company's website and at its headquarters.

---

#### **SIMTEL TEAMS.A.**

The access and/or voting by mail of the shareholders entitled to participate in the EGMS and the OGMS is allowed by the simple proof of their identity made, in the case of individual shareholders, with the identity document (identity card/identity card for Romanian citizens or, as the case may be, passport/residence permit/identity card for foreign citizens) and, in the case of legal entities, with the identity document of the legal representative (identity card for Romanian citizens or, as the case may be, passport/residence permit/identity card for foreign citizens).

**The representatives of the natural or legal person shareholders** will be identified on the basis of the identity document (identity card/identity card for Romanian citizens or, as the case may be, passport/residence permit/identity card for foreign citizens), accompanied by the special or general power of attorney signed by the natural person shareholder/legal representative of the legal person shareholder, as the case may be.

**The quality of shareholder**, as well as, in the case of shareholders who are legal persons or entities without legal personality, **the quality of legal representative** is ascertained based on the list of shareholders from the Reference Date, received by the Company from Depozitarul Central S.A.

In the event that: a) the individual shareholders have not registered their valid and updated identification data in the system of the Central Depository S.A., then they will also present a copy of the updated identity document (identity card / passport / residence permit); b) the legal representative of the shareholders of legal entities is not mentioned in the list of shareholders as of the Reference Date received from Depozitarul Central S.A., then he will also present an official document attesting the quality of legal representative of the signatory of the special power of attorney (proof issued by a competent authority, in original or true copy of the original).

Information on special and general powers of attorney and postal voting is referred to in points (c) and (d) below.

Documents submitted in a foreign language, other than English (except for identity documents valid on the territory of Romania) will be accompanied by their translation, made by a certified

---

**SIMTEL TEAMS.A.**

translator, in Romanian or English (also applicable in case of participation and voting in accordance with points c) and d) below).

## **b) Documents related to and related to the agenda of the EGMS and OGMS**

Starting with **26.03.2026**, all presentation materials related to the issues included on the agenda of the EGMS and OGMS, including the Report of the Board of Directors on ensuring the fair treatment of shareholders in connection with the conclusion of the PPA, prepared in accordance with Law no. 24/2017, the full text of the remuneration policy proposed for amendment and the remuneration report will be available on the Company's website at <https://simtel.ro/investitori/>. The Company's shareholders may obtain, upon request, copies of the documents relating to the issues included on the agenda of the EGMS and OGMS.

## **c) General powers of attorney**

**The general power** of attorney may be granted by the shareholders for a period not exceeding 3 years, allowing its representative to vote on all matters under discussion at the general meetings of shareholders, including acts of disposition.

The general powers of attorney, before their first use, will be submitted to/sent to the Company's registered office, located in Romania, Bucharest, Spl. Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, in copy, including the mention of compliance with the original under the signature of the representative (or by e-mail with qualified electronic signature, according to ASF regulations, at [address\\_investors@simtel.ro](mailto:address_investors@simtel.ro)), so that they are registered as received at the Company's registry **by 25.04.2026, 12:00**.

For the validity of the mandate, the representative must have the capacity of either an intermediary (in accordance with the provisions of art. 2 para. (1) item (19) of Law no. 24/2017), or by a lawyer, and the shareholder is their client. Also, the trustee must not be in a conflict of interest, according to the provisions of art. 105 para. (15) of Law no. 24/2017. The representative cannot be substituted

---

### **SIMTEL TEAMS.A.**

by another person. If the trustee is a legal person, he or she may exercise the mandate received through any person who is part of the administrative or management body or among its employees.

Together with the general power of attorney, the shareholders shall submit to the Company the affidavit given by the legal representative of the intermediary or by the lawyer who received the power of attorney, signed in original and, as the case may be, stamped, stating that:

- (i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching a qualified electronic signature, if applicable.

#### **d) Special powers of attorney and postal ballot papers**

Special powers of attorney and postal ballots must be in the format provided by the Society and contain specific voting instructions for each item on the agenda (i.e. 'for', 'against' vote or 'abstention').

**Special powers** of attorney may be granted to any person for representation at a single general meeting and contain specific voting instructions from the issuing shareholder.

The special powers of attorney/postal ballot and the related documents will be submitted to/sent to the Company's registered office, located in Romania, Bucharest, Spl. Independenței no. 319L, Brussels Office Building (Building B), Entrance A, Ground Floor, Sector 6, including by e-mail with qualified electronic signature (in the case of special proxies), respectively by e-mail (in the case of postal ballot papers), according to the FSA regulations, at [investors@simtel.ro](mailto:investors@simtel.ro) address, in original or in copy, including the mention of compliance with the original under the signature of the representative, so that they are registered as received at the Company's registry **until 25.04.2026, 12:00**, mentioning on the envelope in plain text or in the subject of the e-mail "*For the Extraordinary/Ordinary General Meeting of Shareholders on 27.04.2026 / 28.04.2026*".

---

#### **SIMTEL TEAMS.A.**

When filling in the special proxies/postal ballot papers, shareholders are asked to take into account the possibility of completing the agenda of the EGMS and OGMS with new points or proposals for resolutions. In this case, the special powers of attorney/postal ballots will be updated and made available through the methods indicated in item b).

**e) The right of shareholders to request the introduction of new items on the agenda and to submit draft decisions for existing or proposed items to be included on the agenda**

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall have the right: (i) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting, and (ii) to submit draft decisions for the items included or proposed to be included on the agenda of the OGMS or EGMS.

The shareholders' rights provided above can only be exercised in writing (sent by courier services to the Company's headquarters or by e-mail, according to ASF regulations, to [investors@simtel.ro](mailto:investors@simtel.ro)) until **14.04.2026**.

The identification requirements mentioned above in letter a) are also applicable to the individual shareholder(s) and/or to the legal representative of the legal person shareholder who requests the completion of the EGMS and OGMS agenda.

In cases where the exercise of the right provided above leads to the modification of the agenda of the general meeting already communicated to the shareholders, the Company will have to make available a revised agenda, using the same procedure as that used for the previous agenda, before the Reference Date and in compliance with the deadline provided by the Companies Law.

**f) Shareholders' right to ask questions on the agenda**

---

**SIMTEL TEAMS.A.**

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions can be sent to the Company by e-mail, at [investors@simtel.ro](mailto:investors@simtel.ro) address, so that they are received by the Company **by 25.04.2026, 12:00**.

The right to ask questions and the obligation to answer may be conditional on the measures that the Company may take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the proper conduct and preparation of general meetings, as well as the protection of the confidentiality and commercial interests of the Company. The Society can formulate a general answer to questions with the same content. An answer will be deemed to be given if the relevant information is available on the Company's website in question-and-answer format.

#### **g) Electronic voting**

Electronic voting can be exercised by using electronic means of voting according to Article 197 of Regulation no. 5/2018, by accessing **the link <http://smtl.evot.ro/>** from any device connected to the internet.

For identification and online access to the OGMS and EGMS, shareholders will provide the following information:

(i) In the case of natural persons:

- first and last name,
- personal identification number,
- your email address,
- copy of the identity document (identity card, identity card, passport, residence permit)\*,
- telephone number (optional);
- they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by the Central Depository: <https://www.roclear.ro/Inrolare-Investitori>

---

#### **SIMTEL TEAMS.A.**

(ii) In the case of legal persons:

- the name of the legal person,
- the unique registration code (CUI);
- the name and surname of the legal representative,
- the personal numerical code of the legal representative,
- your email address,
- the identity document of the legal representative (identity card, identity card, passport, residence permit)\*;
- a copy of the certificate of ascertainment issued by the Trade Register or any equivalent document issued by a competent authority of the state in which the legal person shareholder is legally registered, presented in the original or in a true copy of the original. The documents attesting the legal representative of the legal entity shareholder will be issued no later than 30 days before the reference date\*;
- phone number (optional).

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

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

The shareholder can log in and vote whenever he wishes within the interval designated for voting by correspondence and/or live, the last voting option (before the expiration of the voting session) being the registered one.

**Iulian NEDEA**

**Chairman of the Board of Directors**

---

**SIMTEL TEAMS.A.**