

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

## **CURRENT REPORT 07/2023**

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	<b>15.03.2023</b>
Name of the Company	<b>Softbinator Technologies S.A.</b>
Registered Office	<b>1-5 Costache Negri Street, 4<sup>th</sup> floor, District 5, Bucharest, Romania</b>
Phone	<b>+40 31 860 21 01</b>
Email	<b>investors@softbinator.com</b>
Website	<b>investors.softbinator.com</b>
Registration nr. with Trade Registry	<b>J40/13638/2017</b>
Fiscal Code	<b>RO 38043696</b>
Subscribed and paid share capital	<b>1,026,690 lei</b>
Total number of shares	<b>10,266,900</b>
Symbol	<b>CODE</b>
Market where securities are traded	<b>MTS AeRO Premium</b>

**Important events to be reported:** The decision of the Board of Directors to convene the OGMS&EGMS of the Company for 19.04.2023

The management of Softbinator Technologies S.A. (hereinafter referred to as the "Company") informs the market that on 15.03.2023, the Board of Directors of the Company decided to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 19.04.2023 (first calling), respectively for 20.04.2023 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report.

Daniel ILINCA

CEO



## CONVENING NOTICE

### OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS SOFTBINATOR TECHNOLOGIES S.A.

The Board of Directors of **SOFTBINATOR TECHNOLOGIES S.A.**, registered with the Bucharest Trade Registry under no. J40/13638/2017, EUID ROONRC. J40/13638/2017, unique registration code 38043696, with registered office in 1-5 Costache Negri Street, 4<sup>th</sup> Floor, District 5, Bucharest, Romania, having a subscribed and fully paid-up share capital of RON 1,026,690 (hereinafter referred to as the "**Company**"),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented ("**Companies Law**"), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**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 Company's articles of incorporation ("**Articles of Incorporation**"),

## CONVENES

**The Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS") at the Company headquarters located at 1-5 Costache Negri Street, 4<sup>th</sup> Floor, District 5, Bucharest, Romania, on 19.04.2023, 10:00 a.m.**, to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 07.04.2023, set as the reference date ("**Reference Date**"), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the OGMS will be held on 20.04.2023, at 10:00 a.m., at the same place and with the same agenda and having the same Reference Date; and

**The Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") at the Company headquarters located at 1-5 Costache Negri Street, 4<sup>th</sup> Floor, District 5, Bucharest, Romania, on 19.04.2023, 11:00 a.m.**, to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 07.04.2023, set as the reference date ("**Reference Date**"), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will be held on 20.04.2023, at 11:00 a.m., at 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 financial statements prepared for the financial year ended on 31.12.2022, accompanied by the annual report prepared by the Board of Directors and the independent auditor's report.



2. Approval of the method of distribution of the net profit related to the financial year 2022, in the amount of RON 3,271,171.14, as follows:
  - (i) Legal reserves: RON 184,804;
  - (ii) Undistributed profit: RON 3,086,367.14;
3. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31.12.2022.
4. Approval of the revenue and expenses budget for the financial year 2023, in accordance with the presented materials.
5. Approval of the Company's management remuneration report, in accordance with the presented materials for the OGMS.
6. Establishing the date of **May 10<sup>th</sup>, 2023** as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the OGMS are reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and of **May 9<sup>th</sup>, 2023** as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (I) of Regulation no. 5/2018. Payment date is not applicable.
7. Approval of the authorization of the members of the Board of Directors and/or the General Manager of the Company, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the decision of the General Meeting of Shareholders and the updated Articles of Incorporation of the Company, to submit and to request the publication in the Official Gazette of Romania, Part IV of the decision, to collect any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, such as and to perform any operations, in order to fulfill and ensure the opposability of the decisions to be adopted by OGMS.

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

1. Approval of the removal of art. 6.4. and 6.5. from the Company's Articles of Incorporation, considering the fact that the Company is admitted to trading within the multilateral trading system AeRO, operated by the Bucharest Stock Exchange, and the structure of the share capital, as well as the number of shareholders, may vary, depending on the transactions carried out on the market and the renumbering of sub-articles within art. 6, in order to reflect the above.
2. Approval of the amendment of art. 6.6. of the Company's Articles of Incorporation, which will have the following content:

*"The Register of Shareholders of the Company is kept by Depozitarul Central S.A., in accordance with the capital markets legislation and the Central Depository Code."*
3. Approval of the amendment of art. 7.3. of the Company's Articles of Incorporation, which will have the following content:

*"7.3. The right of ownership over the shares will be transferred according to the legal provisions applicable to the Company, including the applicable capital markets legislation and other regulations applicable thereto."*



4. Approval of the amendment of art. 7.6. of the Company's Articles of Incorporation, which will have the following content:  
*"7.6. The establishment of pledge on the shares is carried out in accordance with the legal provisions, including those applicable to the capital markets in Romania, the pledge to be registered in the register of shareholders kept by Depozitarul Central S.A. and will also be registered in the National Register for Movable Publicity."*
5. Approval of the amendment of art. 8.18. of the Company's Articles of Incorporation, which will have the following content:  
*"8.18. The decision regarding the increase of the social capital is effective only to the extent it is carried out within 18 (eighteen) months from the date it was adopted."*
6. Approval of the amendment of art. 9.10. of the Company's Articles of Incorporation, which will have the following content:  
*"9.10. The exercise of the right of withdrawal of the shareholders from the Company is carried out under the conditions and in compliance with the procedures established by law, including capital market legislation."*
7. Approval of the amendment of art. 11.1. of the Company's Articles of Incorporation, which will have the following content:  
*"11.1. The Ordinary General Meeting of Shareholders meets at least once a year, no later than 4 months after the end of the previous financial year. The Ordinary General Meeting of Shareholders has the powers provided by law."*
8. Approval of the amendment of art. 14.2. from the Company's Articles of Incorporation, which will have the following content:  
*"14.2. The Extraordinary General Meeting of Shareholders is legally constituted if shareholders representing at least 25% of the total number of voting rights are present or represented. At the second convening, the EGMS is legally established if the shareholders (present or represented) hold at least 20% of the total number of voting rights. In both cases, decisions are validly adopted with the majority of votes held by the shareholders present or represented."*
9. Approval of the amendment of art. 17.27 of the Company's Articles of Incorporation, which will have the following content:  
*"17.27. The director who did not comply with the provisions of point 17.26 will be liable for the resulting damages of the Company."*
10. Establishing the date of **May 10<sup>th</sup>, 2023** as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the EGMS are reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and of **May 9<sup>th</sup>, 2023** as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (I) of Regulation no. 5/2018. Payment date is not applicable.
11. Approval of the authorization of the members of the Board of Directors and/or the General Manager of the Company, with the possibility of sub-delegation, in the name and on behalf



of the Company, with full power and authority, to sign any documents, including the decision of the General Meeting of Shareholders and the updated Articles of Incorporation of the Company, to submit and to request the publication in the Official Gazette of Romania, Part IV of the decision, to collect any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, such as and to perform any operations, in order to fulfill and ensure the opposability of the decisions to be adopted by EGMS.

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## GENERAL INFORMATION REGARDING THE OGMS AND EGMS

### I. Participation in OGMS&EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS&EGMS, in accordance with the legal provisions applicable to companies that are listed on the Multilateral Trading System-AeRO of the Bucharest Stock Exchange and those of the Articles of Incorporation, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), considering the legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the vote of the shareholders entitled to participate in the OGMS&EGMS is allowed by the simple proof of their identity made, in the case of natural person shareholders, with the identity document and, in the case of legal entities, with the identity document of the legal representative. The representatives of the natural/legal person shareholders will be identified on the basis of the identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person /legal representative of the shareholder which is a legal person, as the case may be.

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

### II. Documents related to the agenda of the OGMS&EGMS

Starting with 19.03.2023, all the information materials regarding the items included on the agenda of the OGMS&EGMS shall be made available to the shareholders on the company's website, <https://investors.softbinator.com/en/adunari-generale/>. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS&EGMS.

### III. General powers of attorney



General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at 1-5 Costache Negri Street, 4<sup>th</sup> Floor, District 5, Bucharest, Romania, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address [investors@softbinator.com](mailto:investors@softbinator.com)) so as to be registered with the Company's registration desk until **April 13<sup>th</sup>, 2023, at 08:00 a.m.**

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity 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 an extended electronic signature, if applicable.

#### **IV. Special Powers of Attorney and the Correspondence Voting Ballot**

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The **special powers of attorney** may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company's registered headquarters at 1-5 Costache Negri Street, 4<sup>th</sup> Floor, District 5, Bucharest, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address [secretariataga@softbinator.com](mailto:secretariataga@softbinator.com)), in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than **until April 13<sup>th</sup>, 2023, at 08:00 a.m.**, clearly mentioning on the envelope or in the subject of the e-mail "For the



Ordinary/Extraordinary General Meeting of Shareholders of Softbinator Technologies S.A. convened for April 19/20.04.2023”.

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the OGMS/EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at point II.

## **V. Online voting**

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://softbinator.evot.ro/login> from any device connected to the internet.

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

### In the case of natural persons

- name and surname;
- personal identification code
- email address;
- copy of the identity document (identity card, identity card, passport, residence permit)\*;
- phone number (optional);

or

- they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.roclear.ro/Inrolare-Investitori>

### In the case of legal entities:

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

Documents presented in a language other than English will be accompanied by the translation made by an authorized translator with the signature legalized by the public notary in the Romanian/English languages.



\*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.

The shareholder can log in and vote whenever he wants in the interval designated for correspondence and /or live voting, the last voting option (before the expiration of the voting session) being the one registered. In the event that, following the identification process, there are inconsistencies between the data provided by the shareholder and those in the Company's Shareholder Register on the Reference Date, the shareholder will be notified and will be directed to contact the Shareholder Relations Officer at [investors@softbinator.com](mailto:investors@softbinator.com) or phone number +40 31 860 21 01.

## **VI. The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda**

One or more shareholders representing, individually or collectively, at least 5% of the share capital has/have the right:

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS&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 the address [investors@softbinator.com](mailto:investors@softbinator.com)) until **April 2<sup>nd</sup>, 2023**.

The identification requirements mentioned at point I above are also applicable to the natural person shareholder(s) and/or to the legal representative of the legal person shareholder who requests the completion of the OGMS / EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

## **VII. Shareholders' right to ask questions regarding the agenda**

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be sent to the Company by e-mail at [investors@softbinator.com](mailto:investors@softbinator.com), so that they are received by the Company **by April 18<sup>th</sup>, 2023, 6:00 p.m.**

The right to ask questions and the obligation to answer may be conditioned by the measures that the Company can take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the smooth conduct and preparation of general meetings, as well as the protection of confidentiality and the Company's commercial





interests. The company can issue a general answer for 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-answer format.

President of the Board of Directors

SIMPLE ADVISERS S.R.L.

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Andrei Pitis

