

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

CURRENT REPORT 18/2023

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	22.08.2023
Name of the Company	Softbinator Technologies S.A.
Registered Office	1-5 Costache Negri Street, 4th floor, District 5, Bucharest, Romania
Phone	+40 754 908 742
Email	investors@softbinator.com
Website	investors.softbinator.com
Registration nr. with Trade Registry	J40/13638/2017
Fiscal Code	RO 38043696
Subscribed and paid share capital	1,026,690 lei
Total number of shares	10,266,900
Symbol	CODE
Market where securities are traded	MTS AeRO Premium

Important events to be reported: Decision of the Board of Directors to convene the OGMS&EGMS of the Company for 27.09.2023

The management of Softbinator Technologies S.A. (hereinafter referred to as the "Company") informs the market that on 22.08.2023, 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 27.09.2023 (first calling), respectively for 28.09.2023 (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, 4th 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, 4th Floor, District 5, Bucharest, Romania, on 27.09.2023, 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 15.09.2023, 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 28.09.2023, 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, 4th Floor, District 5, Bucharest, Romania, on 27.09.2023, 10:30 a.m., to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 15.09.2023, 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 28.09.2023, at 10:30 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 method of distribution of the remaining undistributed net profit related to the financial year 2022, in the amount of RON 3,086,367.14, as follows:



- (i) Capitalization and use in order to grant bonus shares to shareholders, through a share capital increase operation: RON 1,052,042.1 (one million fifty-two thousand forty-two point one);
 - (ii) Undistributed profit: 2,034,325.04 (two million thirty-four thousand three hundred twenty-five point zero four) RON.
2. Approval of the updated remuneration policy of the Board of Directors of Softbinator Technologies S.A., in the form presented to the Company's shareholders as presentation and substantiation material to the convening notice of the Ordinary General Meeting of Shareholders and the establishment of the remuneration of the Company's directors in accordance with such policy.
3. Establishing the date of **17.10.2023** 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 **16.10.2023** 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.
4. 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. Subject to the approval of point 1 on the OGMS agenda, the approval of the increase of the share capital by the amount of up to RON 1,052,042.1 (one million fifty-two thousand forty-two point one), by issuing a number of up to 10,520,421 new ordinary, registered and dematerialized shares, with a nominal value of RON 0.1 per share (New Shares), following the incorporation of 34.0867% of the undistributed profit related to 2022, as follows:
 - a. The New Shares will be allocated to the Company's shareholders in proportion to their holdings in the Company's share capital, for every 1 share already held, 1 New Share will be granted; this distribution algorithm may undergo changes in the event that the total number of shares issued by the Company will change by the registration date established in accordance with point 8 of the EGMS agenda, including in the event of the registration of an increase in the share capital as such was approved through the Decision of the Board of Directors of the Company no. 3/04.08.2023;
 - b. Following the increase of the share capital, the share capital of the Company will be up to RON 2,104,084.2, fully subscribed and paid by the shareholders, divided into a number of up to 21,040,842 dematerialized registered shares, with a nominal value of RON 0.1 /share.



2. Approval of the authorization of the Board of Directors to adopt any decision and carry out any acts or deeds that would be necessary, useful or advisable for the implementation of the increase of the social capital, including regarding the following aspects:
 - (i) confirmation of the final amount of the share capital increase;
 - (ii) ensuring the listing on the AeRO market of the Bucharest Stock Exchange of the New Shares, the amendment of the Articles of Incorporation in order to reflect the new share capital of the Company following the completion of the share capital increase;
 - (iii) the approval and execution of any documents related to the share capital increase, including any certificates, declarations, registers, notifications, additional documents and any other documents and documents that are necessary, in order to fulfill any formalities and the authorization and/or execution any other actions that are necessary in order to give full effect to the share capital increase; and
 - (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register the share capital increase.

3. Approval of the implementation of a Stock Option Plan reward program (SOP), which will take place in the period 2023-2025, with the objective of granting rights regarding the free acquisition of a determined number of shares, representing at most 6.8 % of the total share capital of the Company at any time, by the Company's employees, directors, managers, collaborators and/or consultants for the purpose of their loyalty and motivation, in the form presented to the Extraordinary General Meeting of Shareholders. The program will take place under the following conditions:
 - (i) the right to acquire shares in accordance with the terms and conditions of the SOP may be exercised after a period established by the decision of the Board of Directors regarding the implementation of the SOP, which shall be at least one year between the moment of granting the right and the moment of its exercise;
 - (ii) Only the persons occupying the positions in the Company's organizational chart to be determined by the decision of the Board of Directors will be able to participate in the SOP, respecting the principle of non-discrimination
 - (iii) The implementation of the SOP will be done by the Board of Directors of the Company, in compliance with the Decision of the Extraordinary General Meeting of Shareholders, convened through this convening notice;
 - (iv) The implementation of the SOP will be carried out in compliance with the legal obligations to prepare and publish information documents, in accordance with the applicable law and FSA regulations;
 - (v) The Board of Directors will be empowered to adopt all the necessary measures and complete all the formalities required for the approval and implementation of the SOP such as, but not being limited to: (i) determining the criteria on the basis of which the beneficiaries of the plan will be awarded the rights to acquire shares in accordance with the terms and conditions of the SOP; (ii) the number of shares that will belong to each beneficiary of the SOP as the object of the rights to acquire shares (iii) the



period between the date of granting the right to acquire shares and the date of its exercise, without the period being shorter than 12 months (iv) the conditions for exercising the right to acquire shares; (v) the term within which the holder of the right to acquire shares must exercise this right, (vi) the preparation and publication of information documents in accordance with the law, etc.

4. Approval of the amendment of art. 8.10 of the Company's Articles of Incorporation in the sense of extending the period for which the Board of Directors is authorized to decide to increase the share capital. Thus, art. 8.10 will have the following content:

"8.10 In accordance with Art. 220¹ para. (2) of the Companies Law and art. 86 para. (2) of Law no. 24/2017, the Board of Directors is authorized for a period of 3 years starting from September [27]/[28], 2023, to decide to increase the subscribed share capital, through one or more share issues, with a value that cannot exceed the authorized capital."

5. Approval of the amendment of art. 8.11 of the Company's Articles of Incorporation in order to extend the period for which the Board of Directors is authorized to decide to increase the share capital, within the maximum limit of the authorized capital. Thus, art. 8.11 will have the following content:

"8.11 Starting from September [27]/[28], 2023, and for a period of 3 years, the value of the authorized capital is equal to RON 500,000."

6. Approval of the amendment of art. 8.12 of the Company's Articles of Incorporation in order to extend the period for which the Board of Directors is competent to decide the restriction or lifting of the shareholders' preference right, in case of an increase in the share capital. Thus, art. 8.12 will have the following content:

"8.12 Exclusively in order to increase the share capital under the conditions of art. 8.10 and 8.11, for a period of three years, starting from September [27]/[28], 2023, the Board of Directors was granted, for each of the capital increases up to the level of the authorized capital, the power to decide the restriction or lifting of the preference rights of the existing shareholders on the date of the respective capital increase."

7. Approval of the mandate of the Board of Directors to identify the opportunity for new investments in other companies, to negotiate and conclude transactions regarding the acquisition of shares in other companies, as well as other financial assets, with payment in cash or shares of the Company, within the limit of RON 20,000,000 cumulatively, until 31.12.2026.

8. Establishing the date of:

- (i) December 13, 2023 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;

- (ii) December 12, 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;

- (iii) December 11, 2023 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;



- (iv) December 14, 2023 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018.
9. 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.

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 26.08.2023, 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, 4th 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) so as to be registered with the Company's registration desk until **25.09.2023, 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, 4th 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 investors@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 25.09.2023, 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 27/28.09.2023".

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. 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) until **09.09.2023**.

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.

VI. 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, so that they are received by the Company by **26.09.2023, 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.

Andrei Pitis

