

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

CURRENT REPORT 32/2025

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.

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|--------------------------------------|---|
| Date of report | 21.07.2025 |
| Name of the Company | Simtel Team S.A. |
| Registered Office | Bucharest, District 6, 319L Splaiul Independentei, Bruxelles Office Building B |
| Email | investors@simtel.ro |
| Phone | +40 754 908 742 |
| Website | www.simtel.ro/investitori |
| Registration nr. with Trade Registry | J2010000564406 |
| Fiscal Code | RO 26414626 |
| Subscribed and paid share capital | 1,583,730 lei |
| Total number of shares | 7,918,650 |
| Symbol | SMTL |
| Market where securities are traded | Bucharest Stock Exchange, Main Segment, Standard Category |

Important events to be reported: Request and decision to supplement the agenda of the Extraordinary General Meeting of the Company's Shareholders convened for 07/08.08.2025

The management of Simtel Team S.A. (the "Company") informs the market that following the request of the Board of Directors of the Company to add new points to the agenda of the Extraordinary General Meeting of the Shareholders convened for 07/08.08.2025, considering that the said request meets the conditions stipulated by applicable law, the EGMS agenda has been duly supplemented by inserting item 5, as reflected in the supplemented convening notice.

The supplemented convening notice is attached to this current report.

Iulian NEDEA

Chairman of the Board of Directors

SIMTEL TEAM S.A.

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NOTICE OF MEETING

**(supplementing 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 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, 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 a new item, as follows:**

"The approval of obtaining 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 after the subtraction with the amount of 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***

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- **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."**

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

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF THE 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 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 the clarification of the reference criterion used to evaluate the fulfillment of the general condition regarding the increase of the annual turnover, in the sense that, for the granting of options, the consolidated annual turnover at the Simtel Team S.A. group level, as reflected in the audited consolidated financial statements, shall be taken into account.
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

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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**;

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- (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 after the subtraction with the amount of 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 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.
7. 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 fulfill 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.

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

IULIAN NEDEA

Chairman of the Board of Directors
