

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

CURRENT REPORT 24/2026

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	24.06.2026
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	1,628,346.20 lei
Total number of shares	8,141,731
Symbol	SMTL
Market where securities are traded	Bucharest Stock Exchange, Main Segment, Standard Category

Important events to be reported: Availability of the report on the assurance of equitable treatment

The management of Simtel Team S.A. (hereinafter referred to as the “Company” or the “Group”) informs the market regarding the availability of the report issued by the Board of Directors concerning the assurance of equitable treatment of all shareholders and the observance of the interests of the issuer and all shareholders who are not affiliated parties, including minority shareholders, in accordance with the provisions of Article 108 of Law No. 24/2017 on issuers of financial instruments and market operations.

The report was issued in connection with the approval by the Board of Directors of Simtel Team S.A. of the initiation of the Company's reorganization process through a partial demerger, aimed at separating the Engineering, Procurement and Construction (EPC) and Operations and Maintenance (O&M) operational activities into a dedicated entity, Simtel Services S.R.L., a company entirely owned by Simtel Team S.A.

The transaction is subject to shareholders' approval within the Extraordinary General Meeting of Shareholders which will be held by the end of Q3 2026.

Lulian NEDEA

Chairman of the Board of Directors

SIMTEL TEAM S.A.

Headquarters: 319L Splaiul Independentei, Bruxelles Office Building B, Bucharest, District 6, Romania
Sole Identification Code.: RO 26414626 • Trade Registry Registration Number: J2010000564406
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REPORT ON SIGNIFICANT TRANSACTION WITH RELATED PARTIES

Considering:

- (1) The provisions of art. 108 para. (11) of Law no. 24/2017 on issuers of financial instruments and market operations and of Regulation no. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations, as subsequently amended and supplemented, according to which, in the case of transactions for which the law requires approval by the Extraordinary General Meeting of Shareholders, the Board of Directors has the obligation to submit to the shareholders, for information purposes, a report specifying how such transactions ensure the fair treatment of all shareholders and respect the interests of the issuer and of all shareholders who are not a related party, including minority shareholders;
- (2) The draft partial Spin off by spin-off in the interest of the company, prepared by Simtel Team S.A. (“the **Company**” or “**Simtel Team**”), as divided company, and Simtel Services S.R.L. (“**Simtel Services**” or “the **Beneficiary Company**”), as beneficiary company, whereby the transfer to Simtel Services of the EPC Branch and the O&M Branch, as an integrated operational whole, is proposed (“the **Operation**” or “the **Spin off**”);
- (3) The fact that Simtel Services is a company affiliated with Simtel Team, being wholly owned by Simtel Team, and that the newly issued shares of Simtel Services under the Spin off are to be allocated in full to Simtel Team, as the company transferring the assets;
- (4) The fact that the Spin-off is carried out pursuant to art. 250¹ letter b), in conjunction with art. 238 et seq. of Law no. 31/1990, by spinning off part of Simtel Team’s patrimony and transferring it as a whole to Simtel Services, in exchange for the allocation of shares / social parts of the Beneficiary Company to Simtel Team;
- (5) The fact that the Operation aims to separate the EPC and O&M operational activities from the parent-company, strategic holding and group coordination functions, while preserving the economic continuity of the Transferred Business Lines within Simtel Services;
- (6) The fact that, according to the Draft Spin off, the net book value of the Transferred Business Lines amounts to Lei 31,944,428, Simtel Services being expected to issue 3,194,442 new shares / social parts with an aggregate nominal value of Lei 31,944,420, while the difference of Lei 8 is to be recorded as Spin off premium or in another applicable equity account, in accordance with the accounting regulations in force;

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- (7) The need to protect Simtel Team and its shareholders, including minority shareholders, against conflicts of interest, selective advantages and any disproportionate effects that may result from related-party transactions, as well as the need to ensure transparency and fair treatment of all shareholders;

the members of the Board of Directors of Simtel Team S.A., with registered office in Bucharest, Sector 6, 319L Splaiul Independenței, Brussels Office Building, Building B, entrance A, Ground Floor, with tax code RO26414626, registration number with the Trade Register J2010000564406, with fully subscribed and paid-up share capital of Lei 1,628,346.2, met at the Company’s registered office and via videoconference in a meeting of the Board of Directors, in order to prepare this report specifying how the Operation ensures the fair treatment of all shareholders and respects the interests of the issuer and of all shareholders who are not a related party, including minority shareholders (“the **Report**”).

By implementing the Operation, Simtel Team aims to reorganize the group into a clearer architecture, under which the Company consolidates its role as parent company, strategic holding and listed investment platform, while Simtel Services becomes the operating company dedicated to the EPC and O&M activities. The Board of Directors considers the Operation to be justified and fair from a legal, economic, financial and accounting perspective, for the reasons set out below:

1. From a strategic and economic perspective

The Spin off enables the separation of the strategic coordination, governance, financing, investor relations, capital allocation and management of shareholdings functions from the day-to-day operational activities, namely the EPC and O&M activities. This separation is consistent with the evolution of the Simtel group towards an integrated structure of companies with distinct business objects and risk profiles.

By transferring the EPC Branch and the O&M Branch together to Simtel Services, the operational complementarity between design, construction, commissioning, warranty, service and post-warranty maintenance is preserved, while avoiding the artificial fragmentation of the technical and commercial chain.

Through the Operation, the Company seeks to:

- achieve a clearer separation of revenues, costs, margins, working capital, contractual obligations and risks related to the operational activities;
- create a dedicated operational platform for execution, operation and maintenance activities;
- increase the responsibility of the operational management of Simtel Services and strengthen its autonomy;

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- increase the transparency and intelligibility of the group structure for investors, shareholders, creditors, partners and authorities;
- reduce the contamination risk between activities with different profiles and strengthen corporate governance at listed issuer level.

The Board of Directors considers that these objectives are in the Company's interest and support the long-term development of the Simtel group.

2. From the perspective of the affiliation relationship and protection mechanisms

Simtel Services is a company affiliated with Simtel Team, since Simtel Team holds 100% of its share capital. Simtel Services is also managed by Mr. Bazarciuc Sergiu-Eugen, who is also a member of the Board of Directors of Simtel Team.

In the context of this affiliation relationship, the Board of Directors carried out a separate analysis of the Operation by reference to the economic, legal, tax and accounting terms of the Spin off, the effects on the Company's patrimony and the impact on shareholders who are not related parties, including minority shareholders.

The Operation does not represent a transfer of value to an entity outside the group, since Simtel Team remains the sole shareholder of Simtel Services both before and after the Effective Date. The newly issued shares / social parts of Simtel Services are allocated in full to Simtel Team, and the economic value corresponding to the transferred patrimony remains indirectly for the benefit of Simtel Team and, through it, of all its shareholders.

The members of the Board of Directors who are in an actual or potential conflict of interest in relation to the Operation shall comply with the applicable legal and statutory obligations, including, where applicable, the obligation to abstain from voting on matters in respect of which such conflict exists.

3. From a financial, accounting and economic equivalence perspective

The financial terms of the Spin off were determined on the basis of the financial statements prepared as of 31 December 2025. Simtel Team prepares financial statements in accordance with the accounting regulations compliant with the International Financial Reporting Standards (IFRS), approved by Order of the Ministry of Public Finance no. 2844/2016, while Simtel Services prepares financial statements in accordance with Order of the Ministry of Public Finance no. 1802/2014 (Romanian Accounting Standards).

The net book value method, in accordance with Order of the Ministry of Public Finance no. 897/2015, was used to determine the net contribution to the Spin off and the number of newly issued shares / social parts of Simtel Services. According to the

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Draft Spin off, the net book value of Simtel Team is Lei 125,414,010, and the net book value related to the Transferred Business Lines is Lei 31,944,428.

The exchange ratio is used exclusively as a calculation instrument for determining the number of new shares / social parts to be issued by the Beneficiary Company to the Divided Company. There is no exchange, cancellation or conversion of shares issued by Simtel Team, and the share capital structure and shareholding structure of Simtel Team remain unchanged as a direct effect of the Spin off.

Simtel Services is expected to issue 3,194,442 new shares / social parts, with a nominal value of Lei 10 each and an aggregate nominal value of Lei 31,944,420. The difference of Lei 8 between the Spin off contribution and the aggregate nominal value of the newly issued shares / social parts will be recorded as Spin off premium or in another applicable equity account. No cash payments or cash compensation are granted under the Spin off.

4. From the perspective of the impact on non-affiliated and minority shareholders

The Board of Directors notes that the Operation does not create selective benefits for a related party to the detriment of the Company or of non-affiliated shareholders. Simtel Team will continue to hold 100% of Simtel Services, and the newly issued shares / social parts as a result of the Spin off will be held in full by Simtel Team.

The Operation does not involve a reduction of the share capital of Simtel Team, does not change the number of shares issued by Simtel Team, does not amend the rights attached to Simtel Team shares and does not result in a direct dilution of Simtel Team shareholders.

For shareholders who do not vote in favour of the Spin off, the Draft Spin off provides for the withdrawal right under art. 134 para. (1) letter d) of Law no. 31/1990, art. 92 of Law no. 24/2017 and art. 182 of ASF Regulation no. 5/2018. The withdrawal price was determined by Valuation Report no. 885 dated 22.06.2026, prepared by Darian DRS S.A., an independent valuer registered with the Financial Supervisory Authority, at Lei 39.5333 for each share.

Furthermore, as of the date of the Draft Spin off, the Company has not issued shares carrying special rights and has not issued other securities, options or rights requiring special measures in the context of the Spin off.

5. From a procedural, transparency and third-party protection perspective

The Spin-off is to be submitted for the approval of the Extraordinary General Meeting of Shareholders of Simtel Team and for the approval of the sole shareholder of Simtel

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Services, in compliance with Law no. 31/1990, Law no. 24/2017 and ASF Regulation no. 5/2018.

The Draft Spin off, its annexes, the directors' report, the report of the expert appointed by the Trade Register registrar and the other documents required by law will be made available to shareholders and creditors within the terms and under the conditions provided by the applicable legislation. Corporate creditors and other interested third parties will be able to exercise their statutory rights, including the right to oppose the Spin off, within the legal deadlines.

The transfer of contracts, employees, transferable authorisations, rights and obligations related to the EPC Branch and the O&M Branch will be carried out in compliance with the applicable legal and contractual provisions, including the provisions of the Labour Code and of Law no. 67/2006 on the protection of employees in the event of a transfer of undertaking.

Taking into account the legal and economic grounds of the Spin off, the criteria for allocating the transferred patrimony, the method used to determine the Spin off contribution, the absence of cash payments, the maintenance of the share capital structure and rights of Simtel Team shareholders, as well as the fact that Simtel Team remains the sole shareholder of Simtel Services, the Board of Directors considers that the Operation respects the interests of the Company and of the shareholders who are not related parties, including minority shareholders.

Thus, the Board of Directors has ensured that the Operation is carried out on fair terms for all shareholders, does not grant disproportionate advantages to the Beneficiary Company or to other related parties and is aligned with the long-term interest of Simtel Team and of the Simtel group, and will inform the shareholders about the Operation, including by submitting this Report.

Iulian NEDEA

Chairman of the Board of Directors

SIMTEL TEAM S.A.