

In order to be able to fulfill the obligations of the Company regarding the incentive plans with options for key persons, or to be able to complete the M&A type transactions in which a part of the transaction (or in full) shall be 'paid' with BNET shares, it is necessary for the Board of Directors to have the possibility to increase the share capital, offering shares only to the debt holders resulting from these typologies of operations. For example, the debt to the selling shareholders of the companies in which we invest in M&A projects can be extinguished by issuing BNET shares directly to them. Thus, the entrepreneurs of the companies in which Bittnet invests become shareholders of Bittnet, and Bittnet becomes a shareholder in those companies. This item on the agenda represents a resumption of the authorization of the CA mandate granted by the EGMS from 2018.

We consider that the numerical value and the percentage of shares held by a person is perhaps the least important number related to a public company. The company's founders and management share the 'plastic' idea that a smaller slice of a larger pizza is more valuable than a large portion of a worthless pizza, as long as each dilution moment is carefully constructed for evaluation and judicious use. of capital.

As the Americans say, we are looking to make all the "accretive" purchases. Simply put: if we pay with BNET shares valued at 10x EBITDA for the acquisition of a company valued at 5x EBITDA, both the sellers of that company and we, the Bittnet shareholders, "get rich", because the payment currency has a greater multiplier of the value created versus what we buy. Returning to the recurring question of percentage dilution, we give the example of the ownership of the founders of Bittnet, (cumulatively judged): if in 2011 the ownership of 100% of a company without market value was 0, and in 2012 the ownership of 76% of a company valued at 280,000 euros worth 213,000 euros, at the time of listing, the 68% were worth just over 1 million euros, after successive rounds of "dilution" by attracting funds from the market and paying with shares for both team and procurement, the current percentage of 25% of the company is worth almost 8 million euros. We consider that the economic value is much more relevant than the figure that represents the percentage of voting rights. The same calculation can be made by any shareholder between the time of investment and 2-3-5 years later, with similar results. The following table analyzes the capital increase operations performed for the settlement of previous SOPs or for the payment with shares for the acquired companies (debt-to-equity swap), showing that, on average, the shareholders who did not participate in these operations registered an increase of 20 % of the net asset value as a result of their development:

Data	Nr. initial	Nr. final	Factor Corectie	Actiuni Noi	Eq/Share Initial	Eq /Share Operatie	Eq / Share Rezultat	Accretive ?
23.08.2016	4,504,383	13,513,149	3	9,008,766.0	42.6	0	14.20838	Neutru
10.03.2017	13,513,149	14,514,123	1.074	1,000,974.0	22.9	78.0	26.7	TRUE
05.07.2017	14,514,123	29,028,246	2	14,514,123.0	26.7	0	13.36891	Neutru
04.01.2018	29,028,246	30,444,258	1.049	1,416,012.0	20.5	58.0	22.3	TRUE
02.07.2018	30,444,258	48,710,812	1.6	18,266,554.8	22.3	0	13.92358	Neutru
14.01.2019	48,710,912	51,755,238	1.062	3,044,326.0	28.7	95.0	32.6	TRUE
13.05.2019	51,755,238	55,233,205	1.067	3,477,967.0	32.6	113.1	37.7	TRUE
09.07.2019	55,233,205	110,466,410	2.0	55,233,205.0	37.7	0.0	18.9	Neutru
31.10.2019	110,466,410	116,203,206	1.052	5,736,796.0	18.9	71.1	21.4	TRUE
05.05.2020	116,203,206	127,249,847	1.095	11,046,641.0	10.6	83.0	16.9	TRUE
24.07.2020	127,249,847	216,324,740	1.7	89,074,893.0	16.9	0.0	10.0	Neutru
18.12.2020	216,324,740	229,049,725	1.059	12,724,985.0	10.0	62.2	12.9	TRUE
26.03.2021	229,049,725	247,228,275	1.079	18,178,550.0	12.9	59.0	16.3	TRUE
22.07.2021	247,228,275	395,565,240	1.6	148,336,965.0	16.3	0.0	10.2	Neutru

