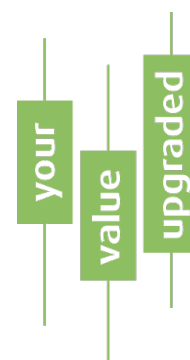


## Current Report nr. 44 / 2022

Current report according to	Law 24/2017, FSA Reg 5/2018
Date of report	08.11.2022
Name of the issuing entity	BITTNET SYSTEMS S.A.
Legal Adress	Str Sergent Ion Nuțu, nr. 44, One Cotroceni Park, Corp A și Corp B, etaj 4, sector 5, Bucuresti
Adress	Str Sergent Ion Nuțu, nr. 44, One Cotroceni Park, Corp A și Corp B, etaj 4, sector 5, Bucuresti
Telefon/Fax	021.527.16.00 / 021.527.16.98
Fiscal Code	21181848
Number with the Trade Registration	J40/3752/2007
The market where the securities issued are traded:	Segment: BSE Main Market; Category: Standard
Ticker	BNET – shares BNET23, BNET23A, BNET23C – bonds
Subscribed and paid share capital	52.848.059,50 RON
Total number of shares	528.480.595 shares face value RON 0.10 per share



## CONVENING NOTICE

### OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF BITTNET SYSTEMS S.A.

In accordance with the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments, of the Articles of Incorporation, of Law 24/2017 on Issuers of Financial instruments and Market operations and of the FSA Regulation no. 5/2018 regarding Issuers of Financial Instruments and Market operations, with subsequent amendments and completions,

The Board of Directors of BITTNET SYSTEMS S.A. - Romanian legal entity, headquartered in 44 Sergent Ion Nutu Street, One Cotroceni Park, Building A and Building B, 4th floor, District 5, Bucharest, registered at the Trade Register under no. J40/3752/2007, having Unique Registration Code: RO21181848,

## CONVENES

The **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** for **12 December 2022**, at **11:00 o'clock** in **Bucharest, at 44 Sergent Ion Nutu Street, One Cotroceni Park, Building A and Building B, 4th floor, District 5, Bucharest**, in which the shareholders registered in the register of shareholders kept by DEPOZITARUL CENTRAL S.A. at the end of the day of **02 December 2022**, considered the **Reference Date**, are entitled to participate and vote.

If at the first convocation, the legal and statutory quorum of attendance is not achieved, the **EGMS will take place on 13 December 2022, at 11:00 o'clock, in the same place, with the same agenda** for all shareholders registered in the Register of Shareholders on the same **Reference Date**.

### The agenda of the Extraordinary General Meeting of Shareholders

1. According to the procedure of organizing and holding the general meetings of the company's shareholders, the election of the chairman of the meeting, Mr. Mihai-Alexandru-Constantin LOGOFATU, and of the meeting secretary, lawyer Ioana PRECUP, who has the quality of shareholder of the company.
2. Approval of the carrying out of an issue program of non-convertible corporate bonds, with a maximum total value of RON 100,000,000 (one hundred million RON), each bond to be issued with a nominal value of RON 100 per bond, with a minimum maturity of 3 years and a maximum of 5 years, with a fixed or



variable annual interest rate of up to 11%, to be offered to investors through a private placement or public offering. The issuance of the bonds will be carried out depending on the market conditions and the financing needs of the Company, within a single bond issue or through several issues, within an offering programme.

3. Approval of the carrying out of an issue program of non-convertible corporate bonds, with a maximum total value of EUR 20,000,000 (twenty million EUR), each bond to be issued with a nominal value of EUR 100 per bond, with a minimum maturity of 3 years and a maximum of 5 years, with a fixed or variable annual interest rate of up to 9%, to be offered to investors through a private placement or public offering. The issuance of the bonds will be carried out depending on the market conditions and the financing needs of the Company, within a single bond issue or through several issues, within an offering programme.
4. Approval of the carrying out of an issue program of convertible corporate bonds, with a maximum total value of RON 100,000,000 (one hundred million RON), each bond to be issued with a nominal value of RON 100 per bond, with a minimum maturity of 3 years and a maximum of 5 years, with a fixed or variable annual interest rate of up to 11%, to be offered to investors through a private placement or public offering. The issuance of the bonds will be carried out depending on the market conditions and the financing needs of the Company, within a single bond issue or through several issues, within an offering programme.
5. Approval of the mandate of the Board of Directors to undertake all and any necessary, useful and/or appropriate actions and formalities for the purpose of admitting the bonds, to be issued in accordance with points 2-4 above, for trading on a regulated market or on any other trading venue operated by Bursa de Valori București S.A.
6. Approval of the authorization of the Board of Directors, for a period of 3 (three) years, which will end on December [12] / [13], 2025, in order to fulfil all operations and/or procedures necessary to implement points 2-4 above and the completion of the bond issue/issues, in compliance with the terms and conditions approved by EGMS, including but without being limited to:
  - (i) establishing the final terms and conditions of the bond issue (including issue value, bond characteristics, maturity, interest, date for initiating the bond issue, subscription period, type of placement/offer), in compliance with the limits expressly approved by EGMS under points 2-4 above;



- (ii) establishing the structure of the bond issue, in one or more tranches, depending on the financing needs of the Company's projects and market conditions;
  - (iii) the drafting of any documents necessary for the admission of bonds to trading on a regulated market or on any other trading venue operated by Bursa de Valori București S.A, as well as any other documents that could be concluded in connection with the said issue and the implementation of the EGMS decision;
  - (iv) the negotiation and contracting of a brokerage company that will assist the Company in the process of issuing bonds as well as in the process of admission to trading;
  - (v) the negotiation, approval and signing of any documents necessary to be concluded/filed in relation to the entities involved in the bond issuance and admission to trading procedure, including but not limited to the Financial Supervisory Authority, Depozitarul Central S.A., Bursa de Valori București S.A.;
  - (vi) performing all the required legal formalities and signing all the necessary documents, including the authorization of one or more persons, in order to carry out the bond issuance procedure;
  - (vii) Approval of the registration of bonds in the system of Depozitarul Central S.A., as well as the opening, in the system of records of the Depozitarul Central, of the accounts of the bondholders.
7. The ratification of the investment agreement from 05<sup>th</sup> April 2022, as amended by the additional contract from 28<sup>th</sup> July 2022 (regarding the assignment of the investment agreement by the Company to the subsidiary Dendrio Solutions S.R.L.), for the purchase of a number of shares representing 100% of the share capital of 2NET Computer S.R.L – a legal entity organized and operating in accordance with Romanian legislation, with its registered office in Brasov, Calea Bucuresti no. 3, bl. 40, sc. E, apartment 1, Braşov county, with Trade Register number Jo8/865/1996, unique registration code 8586712, Unique European Identifier (EUID) ROONRC. Jo8/865/1996.
8. The ratification of the investment agreement from 21<sup>st</sup> March 2022, as amended by the additional contract from 28<sup>th</sup> July 2022, regarding the partial transfer of the investment agreement to the subsidiary Dendrio Solutions S.R.L., of a number of shares representing 60% of the share capital of Top Tech S.R.L – legal entity organized and operating in accordance with Romanian legislation, with registered office in Deva, Bd.



22 Decembrie no. 228, Trade Registry number J20/825/1992, Unique Registration Code RO2114184, Unique European Identifier (EUID) ROONRC.J20/825/1992.

9. Ratification of the Board of Directors Decision from 30<sup>th</sup> August 2022 regarding an investment loan contract signed by Dendrio Solutions S.R.L., with Banca Transilvania S.A., in amount of a maximum value RON 11,000,000 (eleven million RON), for an initial period of 84 months, for financing the purchase of shares in the M&A transactions with Top Tech S.R.L. and 2NET Computer S.R.L., within the limits and credit conditions negotiated with the bank and according to the guarantee structure agreed with Banca Transilvania S.A.
10. Ratification of the Board of Directors Decision dated 30<sup>th</sup> August 2022 regarding a loan contract signed by Dendrio Solutions SRL, with Banca Transilvania S.A., in amount of a maximum of EUR 1,800,000 (one million eighty thousand euro), for an initial period of 12 months, for financing the day to day activity, under the negotiated conditions and according to the guarantee structure agreed with Banca Transilvania S.A.;
11. Approving of one or more buy-back programs for the bonds issued by the Company following the implementation of points 2-6 above, according with the legal provisions in force and with the observance of the following main characteristics:
  - (i) Purpose of the buy-back programs: The company will buy back the bonds in order to reduce the debt degree.
  - (ii) The maximum number of bonds that can be redeemed will represent the equivalent of 100% of each bond issue available for trading at the time of the buy-back program.
  - (iii) The buy-back price per bond: between 1 and 102 monetary units depending on the currency in which each issue will be made.
  - (iv) Duration of the Program: for the entire life of the Company's existence,
  - (v) The purchase of the bonds will be carried out through operations carried out on the capital market, according to the applicable legislation.

The Board of Directors is empowered to issue all the decisions and all the necessary procedures in order to establish the conditions and methods of carrying out the present EGMS decision.



12. Establishing the date of January 18, 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 January 17, 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.
13. Approval of the power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂTU, as legal representative of the Chairman of the Board of Directors of the Company, to sign the shareholders' decisions and any other documents related to them and to fulfill all procedures and the formalities provided by law for the purpose of implementing the decisions of the shareholders, including the formalities of their publication and registration in the Trade Register or at any other public institution.

### GENERAL INFORMATION REGARDING THE EGMS

#### Informative materials and questions on the agenda:

Starting with 11.11.2022 up to the date set for the EGSM, the following informative materials can be obtained by sending a written request to [investors@bittnet.ro](mailto:investors@bittnet.ro) or can be downloaded from the company website <https://investors.bittnet.ro>, category <Bittnet Group> , section <General Shareholder Meetings> : *The convening notice, the situation regarding the total number of shares issued and voting rights at the Reference Date, the draft decisions proposed for the approval of the general meetings, the general / special empowerment forms that can be used for voting by representation, the voting forms that will be used through the electronic transmission system of the vote through the voting platform made available by the Company, the Procedure for participating in the GMS electronically, approved by the Decision of the Board of Directors dated 30.07.2021, the documents to be presented at the general meetings.*

The direct access link to the website regarding this general meeting is the following:

<https://investors.bittnet.ro/general-stakeholder-meetings/>

Each shareholder has the right to ask questions regarding the items on the agenda, in compliance with the Procedure for organizing and holding general meetings of the company's shareholders ([https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura\\_AGA\\_BNET-rerv200120.pdf](https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura_AGA_BNET-rerv200120.pdf)), exclusively at [investors@bittnet.ro](mailto:investors@bittnet.ro) , until 08 December 2022 at the latest, at 18:00 o'clock.

The proposals of the shareholders regarding the Agenda and draft Decisions of the EGMS will comply with the provisions mentioned in the Procedure for organizing and holding the general meetings of the company's shareholders:



[https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura\\_AGA\\_BNET-rerv200120.pdf](https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura_AGA_BNET-rerv200120.pdf)

In order to exercise the right to introduce items on the agenda / the right to present draft decisions for the items included or proposed to be included on the agenda of the Meeting, the entitled shareholders may send the request to the Company at [investors@bittnet.ro](mailto:investors@bittnet.ro), with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS", until 25<sup>th</sup> November 2022, 18:00 o'clock. If a completed agenda will be published at the request of the significant shareholders in accordance with the legal provisions and of this Convening Notice, the revised / supplemented agenda will be published before the Reference Date mentioned in this Convening notice.

If a completed agenda will be published at the request of a significant shareholder and in accordance with the legal provisions of this Convening Notice, the deadline for submitting questions remains unchanged.

### Participation in the GMS

According to the legal provisions in force, only persons who are registered as shareholders at the end of **02 December 2022 (Reference Date)** have the right to participate and vote in the Meeting.

The company makes available and recommends to the shareholders the participation and voting at the general meetings through electronic means of remote communication.

In accordance with the [Procedure for organizing and conducting the general meetings of the Company's shareholders](#) as approved by the EGMS decision no. 3/26.11.2020, the shareholders registered in the register of shareholders on the Reference Date may participate in the meetings convened by this convening notice, using the tele / video conferencing system provided by the company, and, in order to express their vote, the shareholders will use the electronic vote transmission system through the voting platform provided by the company. The procedure for participation and electronic voting at the general meetings of shareholders according to this convening notice is described here:

<https://investors.bittnet.ro/ro/intalniri-ale-actionarilor/aga-12-decembrie-2022/>

The special / general proxies will be communicated to the address [investors@bittnet.ro](mailto:investors@bittnet.ro), so that they will be received by the Company no later than 07 December 2022, at 18:00. Proxies not submitted in time or in another way than the one described by this convening notice will not be taken into account.

Additional information can be obtained by sending a written request to [investors@bittnet.ro](mailto:investors@bittnet.ro) or on the company's website <https://investors.bittnet.ro>, category <Bittnet Group>, section <General Shareholder Meetings>.

**President of the Board of Directors**

Mihai Alexandru Constantin Logofatu

