

## **Decisions of the Extraordinary General Meeting of Shareholders of BITTNET SYSTEMS S.A.**

44 Sergent Ion Nutu Street, One Cotroceni Park, Building A and Building B, 4th floor, District 5, Bucharest,  
J40/3752/22.02.2007, CUI 21181848

**dated [12]/[13].12.2022**

Today, **December 12/13, 2022**, at 11:00 a.m. (Romanian time), the shareholders of BITTNET SYSTEMS S.A. (the "**Company**") met in the Extraordinary General Meeting of Shareholders ("**EGMS**") of the Company, at the **first / second** call, according to the Convening notice published in the Official Gazette of Romania, Part IV, number 4713 dated 09.11.2022,

Following the debates, the Company's shareholders adopted the following decisions, dully recorded in the minutes of the meeting:

### **DECISION NO. 1**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

**[Approved]/[Rejected]:**

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.

### **DECISION NO. 2**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

**[Approved]/[Rejected]:**

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.

### **DECISION NO. 3**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

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.

#### DECISION NO. 4

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

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.

#### DECISION NO. 5

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

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.

#### DECISION NO. 6

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

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

#### **DECISION NO. 7**

In the presence of the shareholders representing [-] % ([·] shares) of the share capital and [-] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [-] % ([ ] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [-] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [-] abstentions and [-] votes not casted):

[Approved]/[Rejected]:

The ratification of the investment agreement from April 05, 2022, as amended by the additional contract from July 28, 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 J08/865/1996, unique registration code 8586712, Unique European Identifier (EUID) ROONRC. J08/865/1996.

#### **DECISION NO. 8**

In the presence of the shareholders representing [-] % ([·] shares) of the share capital and [-] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [-] % ([ ] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes

"against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

The ratification of the investment agreement from March 21, 2022, as amended by the additional contract from July 28, 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) R00NRC.J20/825/1992.

#### **DECISION NO. 9**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

The ratification of the Board of Directors Decision from August 30, 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.

#### **DECISION NO. 10**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

The ratification of the Board of Directors Decision dated August 30 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.

#### **DECISION NO. 11**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

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.

In order to establish the conditions and modalities for carrying out this point, the Board of Directors is empowered to adopt all decisions and complete all necessary procedures.

#### **DECISION NO. 12**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([ ] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

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. (l) of Regulation no. 5/2018. Payment date is not applicable.

#### **DECISION NO. 13**

In the presence of the shareholders representing [·] % ([·] shares) of the share capital and [·] % ([·] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [·] % ([ ] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [·] % ([·] votes) of the total votes held by the shareholders present, represented or who casted their vote by mail (there are [·] abstentions and [·] votes not casted):

[Approved]/[Rejected]:

The power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂȚU, 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.

This decision was drawn up and signed in the name and on behalf of the shareholders, today December [12] / [13], 2022, in 3 original copies, by,

EGMS Chairman  
Mihai Alexandru Constantin LOGOFĂȚU

EGMS Secretary  
Ioana PRECUP

---

---