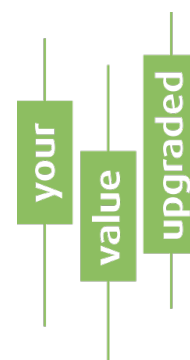


Current Report no. 16 / 2023

Company name	BITTNET SYSTEMS S.A.
Social address	Sergent Ion Nuțu , no. 44, One Cotroceni Park, Corp A și Corp B, floor 4, district 5, Bucharest
HQ	Sergent Ion Nuțu , no. 44, One Cotroceni Park, Corp A și Corp B, floor 4, district 5, Bucharest
Date of report	23.03.2023
Phone/Fax	021.527.16.00 / 021.527.16.98
CUI	21181848
Trade Register No	J40/3752/2007
The market on which the shares are traded	Segment: Main Market; Category: Standard
Symbol	BNET - shares BNET23, BNET23A, BNET26E – bonds
Share capital	RON 52,848,059.50
The main characteristics of securities issued by the Company	528,480,595 shares at a face value of RON 0.10



Convening Notice of Ordinary and Extraordinary General Meeting of Shareholders from April 27, 2023

In accordance with the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments, Law no. 24/2017 regarding issuers of financial instruments and market operations, FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments and additions, and of the Company's Articles of Incorporation,

the Board of Directors of **BITTNET SYSTEMS S.A.** - Romanian legal entity, with registered office in Str. Sergeant Ion Nuțu, no. 44, One Cotroceni Park, Building A and Building B, floor 4, sector 5, Bucharest, registered at the Trade Register under no. J40/3752/22.02.2007, having Unique Registration Code RO21181848 ("the Company"),

CONVENES

ORDINARY GENERAL MEETING of SHAREHOLDERS (OGMS) for April 27th, 2023 at 12:00 p.m. at the Company offices in Bucharest, Str. Sergent Ion Nutu, no. 44, One Cotroceni Park, Building A & B, floor 4, sector 5, in which shareholders registered in the shareholders' register kept by the Central Depository, at the end of April 13th, 2023, considered the Reference Date, are entitled to participate and vote. In case of failure to meet the valid quorum at the first convocation, a second meeting of the OGMS will be held on April 28, 2023, at 12:00 p.m. in the same place and with the same agenda and having the same Reference Date; and

EXTRAORDINARY GENERAL MEETING of SHAREHOLDERS (EGMS) for April 27, 2023 at 1:00 p.m. at the Company offices in Bucharest, Str. Sergent Ion Nutu, no. 44, One Cotroceni Park, Building A& B, floor 4, sector 5, in which shareholders registered in the shareholders' register kept by Central Depository at the end of April



13, 2023, considered the Reference Date, are entitled to participate and vote. In case of failure to meet the valid quorum at the first convocation, a second meeting of the EGMS will be held on April 28th, 2023, at 1:00 p.m., in the same place and with the same agenda and having the same Reference Date

1. According to the procedure for organizing and conducting the general meetings of the Company's shareholders, the election of the Chairman of the meeting, Mr. Mihai-Alexandru-Constantin LOGOFĂȚU, and the secretary of the meeting, lawyer Ioana PRECUP, who is a shareholder of the Company.
2. Approval of the individual and consolidated annual financial statements for FY 2022, based on the Report of the Board of Directors (in the form of a Universal Registration Document) and the Report of the Independent Auditor.
3. Approval of the profit distribution proposals, as they were presented to the shareholders through the supporting documents.
4. Discharge of the Board of Directors for the financial year 2022.
5. Approval of the Revenue and Expenditure Budget for the financial year 2023.
6. Approval of the Remuneration Report for the year 2022, as it was presented to the shareholders through the supporting documents.
7. Approval of the remuneration policy for the year 2023, as it was presented to the shareholders through the supporting documents.
8. Establishment of a Board of Directors consisting of 5 (five) members, starting with the date of the Ordinary General Meeting of Shareholders, respectively 27.04.2023, according with art. 17.1. from the Constitutive Act of the Company.
9. Subject to the approval of item 8 on the agenda, the election of 2 (two) new members of the Board of Directors, among the candidates proposed by the current members of the Board of Directors, for a



mandate that will end on 29.01.2024. The candidates who were proposed by the current members of the Board of Directors are the following:

- (i) Dynamic Data Drawings S.R.L., Romanian legal entity, with headquarters in Bucharest, Sector 1, Șoseaua Bucuresti-Târgoviște, no. 22B, Block 1, Stair A, apartment 405, registered at the Trade Registry Office with no. J40/13489/2019 and unique registration no. 41741710, represented by Anca Mănițiu - Romanian citizen, domiciled in Bucharest, identified with CI series [·] no. [·] issued by [·] on [·], CNP [·];
 - (ii) Rudolf-Paul Vizental - - Romanian citizen, domiciled in Bucharest, identified with CI series [·] no. [·] issued by [·] on [·], CNP [·] - Member.
10. Approval of the authorization of Mr. Mihai Alexandru Constantin Logofătu, to sign the mandate contracts with the new members. The mandate contracts that will be concluded according the contract model approved at the level of the Company for the members of the Board of Directors, as well as the remuneration policy approved at the level of the Company.
11. Establishing the date of May 19th, 2023 as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the OGMS are reflected, in accordance with the provisions of art. 87(1) of Law no. 24/2017 and the date of May 18th, 2023 as "ex-date" calculated in accordance with the provisions of art. 2(2) lit. (l) from Regulation no. 5/2018. Payment date is not applicable.
12. Approval of the power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂTU, as the legal representative of the President of the Company's Board of Directors, to sign the resolutions of the shareholders and any other documents related to them and to fulfill all the procedures and the formalities provided by law for the purpose of implementing shareholders' decisions, including the formalities of their publication and registration in the Trade Register or any other public institution.



Agenda of the Extraordinary General Meeting of Shareholders

1. According to the procedure for organizing and conducting the general meetings of the Company's shareholders, the election of the Chairman of the meeting, Mr. Mihai-Alexandru-Constantin LOGOFĂȚU, and the secretary of the meeting, lawyer Ioana PRECUP, who is a shareholder of the Company.
2. Approval of the amendment of art. 9.14 of the Company's Articles of Incorporation, which will have the following content: "The Board of Directors may be authorized to decide, for a period of three (3) years from the date of approval of the delegation at the Extraordinary General Meeting of Shareholders, to increase the capital through one or more share issues up to a value that does not exceed half of the subscribed share capital, existing at the time of authorisation.
3. Approval of a new article 9.15 within Articles of Incorporation, which will have the following content:
"9.15. Exclusively in order to increase the capital under the conditions mentioned in article 9.14. above, the Board of Directors may be authorized, according to an approval within the Extraordinary General Meeting of Shareholders, for each of the capital increases made up to the level of the authorized capital, the power to decide the restriction or lifting of the preferential right of the shareholders existing on the date the corresponding increase in the social capital."
Subject to the approval of this item on the agenda, the rest of the sub-articles within art. 9 – The reduction or increase of the share capital will be renumbered.
4. Approval of the extension for a period of 3 (three) years, from the date of this EGMS decision, for period for which the Board of Directors is authorized to decide to increase the share capital, through one or more share issues up to a value that will not exceed half of the share capital existing at the time of authorization



5. Approval of the authorization of the Board of Directors, for a period of three (3) years, from the date of this EGMS decision, to decide the restriction or suspend of the pre-emptive right of the existing shareholders on the date of the respective capital increase.
6. Approval of the amendment of art. 9.17 of the Company's Constitutive Act, which will have the following content: "9.17. The decision of the meeting regarding the increase of the share capital is effective only if was carried out within 18 months from its date."
7. Approval of the amendment of art. 14.1. from the Company's Articles of Incorporation, which will have the following content: "14.1 For the validity of the deliberations of the ordinary general meeting, at the first convocation, the presence of shareholders (in person, by representation or voting by correspondence) is required to represent at least 25% of the total number of voting rights, and the decisions must be taken by the shareholders who hold 50%+1 of the votes cast by the shareholders presence (in person, represented or who voted by mail)."
8. Under the condition of approval of items 8 and 9 on the OGMS agenda, approval of the amendment to art. 17.12 of the Company's Articles of Incorporation, which will have the following content:
17.12. On the date of this Articles of Incorporation, the Board of Directors consists of 5 (five) members, as follows:

(i) Ivylon Management SRL, Romanian legal entity, with headquarters in Bucharest, Drumul Sării no. 45 (formerly no. 27), approx. 1, sector 6, registered at the Trade Register Office with no. J40/7852/2019 and unique registration no. 41260660, represented by Mr. Logofătu Mihai Alexandru Constantin - Romanian citizen, domiciled in Bucharest, identified with CI series [·] no. [·] released by [·] on [·], CNP [·] - President

(ii) Mr. Anghel Lucian Claudiu, Romanian citizen, born in Bucharest on [·], domiciled in [·], holder of CI series [·] no. [·] issued by [·] on [·], CNP [·] - Vice President;

(iii) Mr. Logofătu Cristian Ion, Romanian citizen, born in Bucharest on [·], domiciled in [·], holder of CI series [·] no. [·] issued by [·] on [·], CNP [·] Member;



- (iv) *Dynamic Data Drawings S.R.L., Romanian legal entity, with headquarters in Bucharest, Sector 1, Șoseaua Bucuresti-Târgoviște, no. 22B, Block 1, Stair A, apartment 405, registered at the Commercial Registry Office next to the Bucharest Court with no. order J40/13489/2019 and unique registration code 41741710, represented by Anca Mănițiu - - Romanian citizen, domiciled in Bucharest, identified with CI series [·] no. [·] issued by [·] on [·], CNP [·];*
- (v) *Rudolf-Paul Vizental - - Romanian citizen, domiciled in Bucharest, identified with CI series [·] no. [·] issued by [·] on [·], CNP [·] - Member.*

The term in office of the elected administrators is no more than 4 (four) years from the date of appointment"

9. Approval the increase of the share capital with the maximum amount of RON 6,341,767,20 through the issuance of 63,417,672 preferential shares, under the terms of the Articles of Incorporation, with a nominal value of 0.1 RON/share. The preferential shares will be issued for the benefit of the shareholders registered in the Register of Shareholders held by the Central Depository on the registration date to be determined by the GMS. The capital increase will take place under the following conditions:
- a. The number of newly issued shares will be 63,417,672 with a nominal value of 0.1 RON/share and an issue premium that will be established within the public offer, by the Board of Directors, which is hereby mandated in this sense.
- b. The preferential shares will be offered for subscription, within the right of preference, to the existing shareholders on the date of registration. The period for exercising the right of preference will be one month from the date established in the offer document and will begin on a date subsequent to the registration date related to the increase in the share capital and the date of publication of the decision in the Official Gazette of Romania.
- c. For the subscription of 10 new shares under the preferential right, a number of 100 preferential rights are required. A holder of preference rights entitled to participate in the capital



increase may purchase a maximum number of newly issued preference shares calculated by dividing the number of preference rights held, by the number of preference rights required to subscribe for a new preference share. If, from the mathematical calculation, the maximum number of shares that can be subscribed under the preferential right is not a natural number, the maximum number of preferential shares that can actually be subscribed will be rounded down to the immediately lower natural number.

d. After the expiration of the period of exercising the preference right, the newly issued shares remaining unsubscribed will be offered for subscription in a public offer or a private placement.

e. The preferential shares remaining unsubscribed after their offer in the public offer will be canceled by the decision of the Board of Directors which ascertains the effective results of the increase in the share capital and which approves the amendment of the Articles of Incorporation, following that the value of the increase in the share capital will be determined by reporting on the shares actually subscribed within the stages mentioned in the points above.

f. The preferential shares that will be subscribed as part of the capital increase operation may be converted into common shares at the decision of the General Meeting of the Company's Shareholders, at any time after 5 (five) years from the date of issuance of the preferential shares.

g. The increase of the share capital is carried out to strengthen the financial position of the company – which will allow the Company to finance new investment projects, to increase its borrowed capital, or on the contrary, to reduce its exposure to loans. The capital raised from this operation can be used, in part or in full, for the early repayment of one or more bond issues of the issuer. In this regard, the Board of Directors is mandated to decide the early repayment of the bonds, depending on the market context.

h. The Board of Directors is authorized to undertake any steps necessary to implement the decision to increase the share capital, including but not limited to:



- i. contracting the services for preparation of the necessary documentation for the implementation of the share capital increase, including but not limited to the drafting of the document presenting the pre-emptive rights, the prospectus/prospectus for the exercise of the pre-emptive right, as well as for the actual progress of the share capital increase;
- ii. establishing the subscription period and payment methods;
- iii. establishing the price of the offer, the issue premium or the method of determining it;
- iv. establishing the technique of registering the offer (i.e. using the BVB trading system or by direct transfer);
- v. establishing the method of carrying out the offer, the price or the price range for the auction, etc.;
- vi. cancellation of unsubscribed shares in the last stage of the issue; are you coming. adopting all the necessary decisions for the implementation of the decision to increase the share capital;
- viii. amendment of the Articles of Incorporation according to the results of the share capital increase;
- ix. performing all the steps necessary for admission to trading on the BVB Regulated Market.

Exclusively for this point on the agenda, the approval of the registration date (defined as the date used to identify the shareholders on whom the decision applies), of the ex-date and payment date for the preferential rights, as follows: 19.07.2023 – Registration Date; 18.07.2023 - Date Ex-date; 20.07.2022 - Payment date for preferential rights.

10. Annulment of EGMS Decision no. 04/20.04.2022 regarding the increase of the share capital by issuing a number of 36,956,684 preferential shares, as voted by the general meeting of 20.04.2022.



Withdrawal of BNETR14 pre-emptive rights issued in order to carry out this operation and their cancellation.

11. Approval of a long-term remuneration plan, based on participation in the company's capital for a maximum of 10% of the total shares of the Company - ("Plan"), based on performance indicators such as total sales to customers, EBITDA or market capitalization of the company, in the form presented to the general meeting.
12. Approval of the purchase of a number of registered shares representing 70% of the share capital of the company DATAWARE CONSULTING SRL., a legal entity organized and operating in accordance with Romanian legislation, with its registered office in Bucharest, Strada Bilciurești 9A, floor 3, sector 2, registration number at Trade Register J40/260/2011, Unique Registration Code RO27895927, Unique European Identifier (EUID) ROONRC.J40/260/2011.

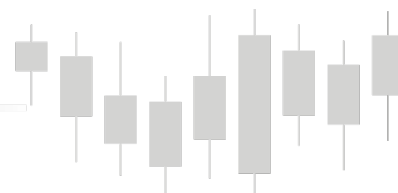
The transaction price is 18,550,000 RON (eighteen million five hundred and fifty lei) and will be paid in two installments:

- Tranche 1 will be paid by the daughter-company Dendrio Solution SRL, in cash, in the amount of 13,550,000 RON (thirteen million five hundred fifty lei)
- Tranche 2 in the amount of 5,000,000 RON (five million lei) will be paid in the form of BNET shares that will be settled in a future capital increase operation. The actual number of shares to be issued by the Company will be determined in accordance with the provisions of art. 210(2) of Law no. 31/1990 and art. 87-88 of Law no. 24/2017 regarding issuers of financial instruments and market operations and art. 174 of the ASF Regulation no. 5/2018.

The Board of Directors of the Company is mandated to establish the implementation procedure and all the future steps necessary to carry out this decision, after the completion of the due diligence process.



13. Ratification of the additional act to purchase a number of The E-Learning Company SA shares, dated 29.01.2021, as well as the approval that the transaction price be paid in full in cash without the need for compensation in BNET shares.
14. Ratification of the additional act to purchase a number of Nenos Software SRL shares, dated 10.08.2021, as well as the approval that the transaction price be paid full in cash, without the need for compensation in BNET shares.
15. Ratification of the additional act to purchase ITPrepared SRL shares agreement dated 05.08.2021, as well as the approval that the transaction price be paid in full in cash, without the need for compensation in BNET shares.
16. Ratification of the additional act to the purchase agreement with Top Tech SRL shares, dated 21.03.2022, as well as the approval for the 2nd installment of the transaction price to be partially paid in cash 2,000,000.11 RON (two million ron and eleven) , partly by converting the amount of 2,999,999.89 lei (two million nine hundred and ninety-nine thousand, nine hundred and ninety-nine lei and eighty-nine) into BNET shares.
17. Approval of a share buyback program, as follows:
 - a) Redemptions can be carried out through one or more operations carried out through the mechanisms of the capital market, in compliance with the applicable legal provisions (directly by the Company, through the mandate of a financial services company, or through one or more public offers).
 - b) The maximum number of shares that the Company can hold at a given time, following all redemptions (thus also being the maximum number of shares that can be targeted in any redemption operation): 10% of the capital registered at the ONRC at the time .
 - c) the maximum price will be equal to 1 RON/share;
 - d) minimum price: nominal value – 0.1 RON per share;
 - e) Purpose of redemption operations:



- a. securing the necessary shares to satisfy the company's obligations under the following Stock Option Plan program; or
 - b. reduction of the social capital;
- f) The Board of Directors is empowered to decide on the opportunity to launch each individual operation, on the effective price at which the offers or redemptions are carried out in the market, within the maximum value of 1 RON, taking into account the obligations and interests of the Company.

The Board of Directors is mandated to adopt all the necessary decisions in order to establish the fulfillment of this decision, as well as to establish the opportunity and the moment in which the redemption program should be carried out, depending on the context and market conditions.

18. Approval of the authorization of the Company's Board of Directors to undertake all and any necessary acts, facts and measures, so that the shares remaining in the Company's treasury as a result of exercising the options of the beneficiaries of the Stock Option Plan type program:
- (i) to be disposed of through the mechanisms allowed by the capital market legislation, such as: direct sale of shares in the market, sale through deal type transactions or within one / more private placements; or
 - (ii) to be allocated as a payment method to employees and/or directors, excluding members of the Board of Directors; or
 - (iii) to be returned free of charge to the shareholders who subscribed to the buyback offer carried out by the company, under the conditions provided by the legal regulations in force. The Board of Directors has the possibility of applying any of the options provided for in points (i) - (iii) above individually or cumulatively.

Also, if the treasury shares mentioned above will not be disposed of by one of the methods provided in points (i)-(iii), the Board of Directors will convene the General Meeting of Shareholders, in order to reduce the share



capital, by canceling the shares that could not be disposed of within the 12-month period provided by law, calculated from the date of acquisition of the shares, in accordance with the provisions of art. 104¹, paragraph (3).

19. Ratification of the Decision of the Board of Directors dated 16.02.2023 regarding the proportional early repayment from the investment loan contracted by the subsidiary company Dendrio Solutions SRL from Banca Transilvania SA. The reduction of the pro-rata exposure by the amount of RON 1,351,437 was made as a result of the sale of a 14% stake in Top Tech SRL according to the conditions agreed with Banca Transilvania at the time of contracting the loan. Modification of the guarantees as a result of the transfer of ownership of the shares for the companies Top Tech SRL and 2Net Computer SRL in favor of Dendrio, thus transforming the guarantees consisting of chattel mortgages on chattels (from future good) into chattel mortgages on chattels (existing good) and adding the quality of co-debtors for the companies Top Tech SRL and 2Net Computer SRL to the loan contract, as well as the inclusion of relationships at the level of guarantees (mortgage on the accounts of co-debtors);
20. Establishing the date of May 19th, 2023 as the registration date for the identification of the shareholders affected by the decisions adopted by the EGMS, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and the date of May 18, 2023 as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (l) from Regulation no. 5/2018. Payment date is not applicable.
21. Approval of the power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂTU, as the legal representative of the President of the Company's Board of Directors, to sign the resolutions of the shareholders and any other documents related to them and to fulfill all the procedures and the formalities provided by law for the purpose of implementing shareholders' decisions, including the formalities of their publication and registration in the Trade Register or any other public institution.



GENERAL INFORMATION REGARDING O&EGMS

Availability of informative materials, completion of the agenda and questions regarding the topics on the agenda Starting with the date of 27.03.2023 and until the date set for holding the general meetings, they can be obtained by the shareholders by sending a written request through mail: investors@bittnet.ro or they can be downloaded from the company's website <https://investors.bittnet.ro> , category <Bittnet Group>, section <General Meetings> the following documents: the Convocation, the Report of the Board of Directors in the form of a Universal Registration Document, the statement regarding the total number of issued shares and voting rights on the Reference Date, the draft resolutions proposed for the approval of the general meeting, the general/special power of attorney forms that can be used for proxy voting, the voting forms that will be used through the electronic voting system through the voting platform provided by the company, the GMS participation procedure electronically approved by the Board Decision of 30.07.2021, the documents to be presented in general meeting session. The address for direct access to the website regarding this general meeting is: <https://investors.bittnet.ro/ro/intalniri-ale-actionarilor/> . Each shareholder has the right to ask questions regarding the items on the agenda, in compliance with 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), exclusively to the address investors@bittnet.ro , until April 25, 2023, at 18:00 at the latest.

Shareholders' proposals regarding the completion of the agenda and draft resolutions will comply with the provisions contained in the Procedure for organizing and conducting the general meetings of the Company's shareholders:

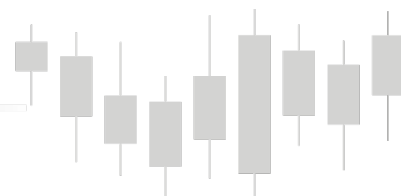
https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura_AGA_BNET-rerv200120.pdf



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 will be able to send the request addressed to the Company to the address investors@bittnet.ro , with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS", until 07 April 2023, at 18:00. If a completed agenda will be published at the request of the significant shareholders in accordance with the legal provisions and of this Call, the revised/supplemented agenda will be published before the Reference Date mentioned in this Call. If a completed agenda will be published at the request of significant shareholders in accordance with the legal provisions and of this Convocation, the deadline for submitting questions remains unchanged. Participation in the EHM according to the legal provisions in force, only persons who are registered as shareholders at the end of April 13, 2023 (Reference Date) have the right to participate and vote in the Assembly. The company makes available and recommends to the shareholders the participation and voting by electronic means of remote communication at the convened general meetings. In accordance with the Procedure for organizing and conducting the general meetings of the Company's shareholders as approved by EGMS decision no. 3/26.11.2020, the shareholders registered in the shareholders' register on the Reference Date can participate in the meetings convened by this convenor, using the tele/video conference system provided by the company, and to cast their vote they will use the electronic voting system through the voting platform provided by the company. The procedure for participation and electronic voting at general meetings of shareholders according to this convening is described here:

<https://investors.bittnet.ro/wp-content/uploads/2023/03/Procedura-Vot-Electronic-AGOA-AGEA-BNET-APRILIE2023.pdf>

The special/general proxies will be sent to investors@bittnet.ro , so that they are received by the Company no later than April 24, 2023, 6:00 p.m. Powers of attorney not submitted within the deadline or in a manner other than that described in this invitation will not be taken into account. Additional information can be obtained by sending a written request to investors@bittnet.ro or from the company website <https://investors.bittnet.ro>



, category <Bittnet Group>, section <General Meetings>. The right to propose candidates for the position of member of the Board of Directors The Company's shareholders, regardless of the share held in the share capital, as well as the members of the Company's Board of Directors may submit proposals for candidates for appointment as members of the Company's Board of Directors, including in the application information about the name, the place of domicile and professional qualification of the proposed persons and accompanied by (i) a copy of the valid identity document of the shareholder/manager of the Company (in the case of individuals, identity card, identity card, passport, residence permit, respectively in the case of legal entities , identity card, identity card, passport, residence permit of the legal representative), (ii) curriculum vitae of the proposed person and (iii) in the case of proposing a candidate for the position of independent member, a declaration on the candidate's own responsibility regarding meeting all eligibility criteria. The Company's shareholders/administrators will be able to submit/transmit the request addressed to the Company, together with the documents listed in the paragraph above, in a sealed envelope (in original), by post or courier services, at the Company's headquarters in Str Sargent Ion Nutu, no. 44, One Cotroceni Park, Building A&B, floor 4, sector 5, Bucharest, or sent by fax (+4021)5271698 or e-mail with an embedded extended electronic signature according to Law no. 455/2001 regarding the electronic signature, to the address investors@bittnet.ro , until 07.April 2023, at 06:00 p.m., with the written mention "PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS".

President of the Board

Mihai Alexandru Constantin Logofatu

