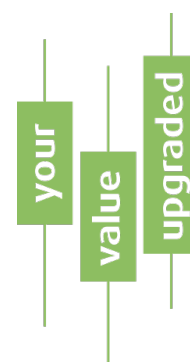


## Current Report no. 48 / 2023

Current report according to	Law 24/2017, FSA Regulation 5/2018
Date of report	25.09.2023
Company name	BITTNET SYSTEMS S.A.
Social address	44, Sergent Ion Nuțu, One Cotroceni Park, building A and B, 4 <sup>th</sup> floor, district 5, Bucharest
Headquarters	44, Sergent Ion Nuțu, One Cotroceni Park, building A and B, 4 <sup>th</sup> floor, district 5, Bucharest
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 BNET23A, BNET26E, BNET27A – bonds
Share capital	RON 63,417,671.40
The main characteristics of securities issued by the Company	634,176,714 shares at a face value of RON 0.10



## Convening Notice of Ordinary and Extraordinary General Meeting of Shareholders from October 30, 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 of the Company's Articles of Association,

the Board of Directors of BITTNET SYSTEMS S.A. - Romanian legal entity, with registered office in Str. Sergent 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"),

CONVOKES

**ORDINARY GENERAL MEETING of SHAREHOLDERS** for October 30, 2023 at 11:00 a.m. at Str. Sergent Ion Nuțu, no. 44, One Cotroceni Park, Building A and Building B, floor 4, sector 5, Bucharest, in which shareholders registered at the end of October 18<sup>th</sup>, 2023, considered the Reference Date, in the shareholders' register kept by the Central Depository are entitled to participate and vote ("OGMS"). In case of failure to meet the valid quorum at the first convocation, a second OGMS meeting will be held on October 31<sup>st</sup>, 2023, at 11:00 a.m., in the same place and with the same agenda and having the same Reference Date; and

**EXTRAORDINARY GENERAL MEETING of SHAREHOLDERS** for October 30, 2023 at 12:00 p.m. at Str. Sergent Ion Nuțu, no. 44, One Cotroceni Park, Building A and Building B, floor 4, sector 5, Bucharest, in which shareholders registered at the end of October 18<sup>th</sup>, 2023, considered the Reference Date, in the shareholders' register kept by the Central Depository are entitled to participate and vote ("EGMS"). In case of failure to meet the valid quorum at the first convocation, a second meeting of the EGMS will be held on October 31<sup>st</sup>, 2023, at 12:00, in the same place and with the same agenda and having the same Reference Date;



Agenda of the Ordinary 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, Ms. Ioana PRECUP, who is a shareholder of the Company.
2. Revocation of BDO AUDIT SRL as the Company's auditor, based in Bucharest, Str. Invingatorilor no. 24, et. 1-4, Sector 3, registered at the Bucharest Trade Registry under no. J40/22485/1994, having CUI 6546223, company authorized by the Romanian Chamber of Financial Auditors with authorization no. 18/2001, opinion issued by ASF no. 374/20.11.2015 considering the ending of the audit contract, starting with the date of this General Meeting of Shareholders.
3. The election of the new auditor LIONLINK AUDIT SRL, with headquarters in Cluj-Napoca, AVRAM IANCU Square, No. 15, Cluj County, registered at the Bucharest Trade Register under no. J12/1894/2009, having CUI 26097382, company authorized by the Romanian Chamber of Financial Auditors with authorization no. 944/04.12.2009, ASPAAS authorization no. FA944 for auditing of the individual and consolidated financial statements for the fiscal year 01.01.2023 – 31.12.2023, as well as the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:
  - (i) to negotiate the terms and conditions of the mandate with LIONLINK AUDIT SRL, as well as to negotiate, approve and sign any documents, to perform any necessary, useful or opportune legal acts and facts in relation to the above;
  - (ii) authorize representatives of the Company to sign any such documents, perform any such formalities and perform any actions.

The mandate of the auditor is established until 30.04.2024.

The Articles of Association of the Company, respectively article 22.4 thereof, will be updated accordingly.

4. The election of the auditor KPMG AUDIT SRL with headquarters in Bucharest, Soseaua Bucuresti - Ploiești no. 89A, Sector 1, registered at the Bucharest Trade Registry under no. J40/4439/2000, having CUI 12997279, company authorized by the Chamber of Financial Auditors from Romania with authorization no. 9/2001, opinion issued by ASF no. 48/11.02.2016 to carry out the statutory audit of



the individual financial statements of the companies part of Bittnet group, starting with the fiscal year 2024, as well as the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

- (i) to negotiate the terms and conditions of the mandate of KPMG AUDIT SRL, as well as to negotiate, approve and sign any documents, respectively to perform any necessary, opportune legal acts in connection with the above;
- (ii) authorize representatives of the Company to sign any such documents, perform any such formalities and perform any actions.

The auditor's mandate is established for a mandate that will start on 01.05.2024, until 30.04.2025. From the date of appointment of KPMG AUDIT SRL as auditor of the Company, respectively 01.05.2024, the mandate of the previous auditor, LIONLINK AUDIT SRL, is revoked.

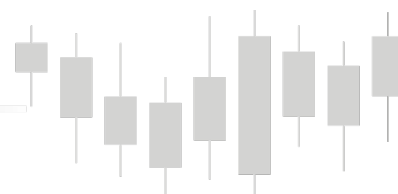
The Articles of Association of the Company, respectively article 22.4 thereof, will be updated accordingly.

5. Approval the power of attorney, with the possibility of substitution, for 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, the updated Articles of Incorporation of the Company and any other related documents and to fulfill all the procedures and 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 any other public institution.
6. Establishing the date of November 16<sup>th</sup> , 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 November 15<sup>th</sup> , 2023 as "ex-date" calculated in accordance with the provisions of art. 2 (2) lit. (i) from Regulation no. 5/2018. Payment date is not applicable.



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 LOGOFĂTU, and the secretary of the meeting, Ms. Ioana PRECUP, lawyer, who is a shareholder of the Company.
2. Ratification of the Decision of the Board of Directors dated 14.07.2023 regarding the extension of a credit product contracted by the subsidiary company Dataware Consulting SRL from OTP Bank.
3. Establishing the date of November 16, 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 the date of November 15, 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.
4. 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 OGMS & EGMS

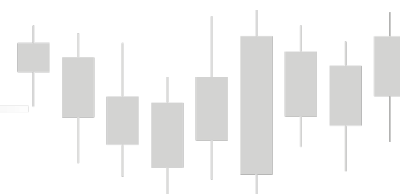
The availability for informative materials, completing the agenda and questions regarding the topics on the agenda:

Starting from 27.09.2023 until the date set for the general meetings, can be obtained by sending a written request to the e-mail address: [investors@bittnet.ro](mailto: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 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 forms of general/special power of attorney usable for proxy voting, the voting forms to be used through the electronic voting transmission system through the voting platform provided by the company, the procedure for participating in the GMS approved by the Board of Directors Decision, the documents to be presented in the general meeting. The address for direct access to the website regarding this general meeting is: <https://investors.bittnet.ro/intalniri-ale-actionarilor/aga-30-octombrie-2023/> or <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 conducting 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)), exclusively to the address [investors@bittnet.ro](mailto:investors@bittnet.ro), until October 27<sup>th</sup>, 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](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 resolutions 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](mailto:investors@bittnet.ro), with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS", until October 11, 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 the significant shareholders in accordance with the legal provisions and this Convocation, the deadline for submitting questions remains unchanged.

### **Participation at the GMS**

According to the legal provisions, only persons who are registered as shareholders at the end of October 18<sup>th</sup>, 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, 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 convocation is described here:

<https://investors.bittnet.ro/wp-content/uploads/2023/09/Procedura-Vot-Electronic-AGOA-AGEA-BNET-Octombrie2023.pdf>

The special/general proxies will be sent to the address [investors@bittnet.ro](mailto:investors@bittnet.ro), so that they are received by the Company no later than October 25, 2023, at 18:00. Powers of attorney not submitted within the deadline or in a way 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](mailto:investors@bittnet.ro) or from the company website <https://investors.bittnet.ro>, category <Bittnet Group>, section <General Meetings>.

President of the Board

Mihai-Alexandru-Constantin LOGOFATU

