

Current Report no. 67 / 2024

Current report according to	Law 24/2017, ASF Regulation 5/2018
Date of report	12.11.2024
Company name	BITTNET SYSTEMS S.A.
Social address	44, Sergent Ion Nuţu, One Cotroceni Park, building A and B, 4 th floor, district 5, Bucharest
Headquarters	44, Sergent Ion Nuţu, One Cotroceni Park, building A and B, 4 th 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 BNET26E, BNET27A, BNET28, BNET28A – 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





BITTNET SYSTEMS S.A.

CONVENING NOTICE OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

In accordance with the Companies Law no. 31/1990, republished, with subsequent amendments and additions, 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 Association, To the Board of Directors of BITTNET SYSTEMS S.A. – Romanian legal entity, with registered office in Str. Sergeant Ion Nuţu, 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"),

CONVOKE

ORDINARY GENERAL MEETING of SHAREHOLDERS for **December 16th**, **2024 at 11:00 AM** at Str. Sergeant Ion Nutu, no. 44, One Cotroceni Park, Building A and Building B, floor 4, sector 5, Bucharest, in which shareholders registered at the end of December 04th , 2024, 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 meeting of the OGMS will be held on December 17th , 2024, at 11:00 am, in the same place and with the same agenda and having the same Reference Date; and

EXTRAORDINARY GENERAL MEETING of SHAREHOLDERS for **December 16th**, **2024** at **12:00** pm at Str Sergent Ion Nutu, no. 44, One Cotroceni Park, Building A and Building B, floor 4, sector 5, Bucharest, in which shareholders registered at the end of December 04th, 2024, 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 December 17th , 2024, at 12:00 pm, in the same place and with the same agenda and having the same Reference Date



Agenda of the Ordinary General Meeting of Shareholders

- **1.** The election of the Chairman of the meeting, Mr. Mihai-Alexandru-Constantin LOGOFĂTU, and the secretary of the meeting, Mrs. Ioana PRECUP, lawyer, who is a shareholder of the Company, according to the procedure for organizing and conducting the general meetings of the Company's shareholders
- Revocation of the auditor LIONLINK AUDIT SRL, based in the Municipality of 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 considering the ending of the audit contract, starting with the date of this Ordinary General Meeting of Shareholders;
- **3.** The appointment of the auditor KPMG AUDIT SRL with headquarters in Bucharest, Soseaua București Ploiești no. 89A, Sector 1, registered at the Bucharest Trade Registry under no. J4o/4439/2000, having CUI 12997279, company authorized by the Romanian Chamber of Financial Auditors with authorization no. 9/2001, registration by ASF no. 48/11.02.2016 for the auditing of individual and consolidated financial statements related to the fiscal years 2024, 2025 and 2026, as well as the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:
 - to negotiate the terms and conditions of KPMG AUDIT SRL mandate, as well as to negotiate, approve and sign any documents, respectively to perform any necessary, useful or opportune legal acts and deeds in connection with the above;
 - authorize representatives of the Company to sign any such documents, perform any such formalities and perform any such actions. The mandate of the auditor is established until 30.04.2027.

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

4. Establishing the date of January 9th , 2025 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 art. 87(1) of Law no. 24/2017 and the date of January 8th, 2025 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.



5. 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

- The election of the Chairman of the meeting Mr. Mihai-Alexandru-Constantin LOGOFĂTU and of the secretary of the meeting, Mrs. Ioana PRECUP, lawyer, who has the capacity of a shareholder of the Company, according to the procedure for organizing and conducting the general meetings of the Company's shareholders.
- 2. Ratification of the sale transaction within one or more transactions on the DEAL market at the Bucharest Stock Exchange (BVB), to Societatea de Investiţii Alternative cu Capital Privat Agista Investments S.A. and Impetum Investments SA of a total number of 6,598,350 FORT SA shares, a company registered and operating in Romania, registered at the Trade Registry of Bucharest under no. J40/9427/2015, Unique European Identifier (EUID) ROONRC. J40/9427/2015 and CUI 34836770, ticker on the AeRO-SMT market: 4RT, which the Company owns, each having an individual face value of 0.1 ron and a total face value of 659,835 ron, representing 58.8650% of the share capital of FORT SA.
- 3. Ratification of the purchase transaction in one or more tranches of a total number of 90,014 shares, owned by Societatea de Investiţii Alternative cu Capital Privat Agista Investments S.A. within the company Dendrio Solutions SRL, a registered commercial company and operating in Romania registered at the Bucharest Trade Registry Office under no. J40/6266/1999, Unique European Identifier (EUID) ROONRC.J40/6266/1999 and CUI 11973883, each having a face value of 10 RON and a total face value of 900,140 RON, representing 11.7765% of the share capital of Dendrio Solutions SRL.
- **4.** Establishing the date of January 9th , 2025 as the registration date for the identification of the shareholders to 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 January o8th , 2025 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.

5. 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 and EGMS

Availability of informative materials, completing the agenda and questions regarding the topics on the agenda:

Starting from 13.11.2024 and until the date set for holding the general meetings, they can be obtained by the shareholders by sending a written request to the address <u>investors@bittnet.ro</u> or they can be downloaded from the company's website https://investors.bittnet.ro, category <Bittnet Group>, section <General Meetings> the following documents: Convocation, the situation 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 usable for voting by proxy, the voting forms that will be used through the voting system electronic transmission of the vote through the voting platform provided by the company, the procedure for participating in the GMS electronically and the documents to be presented in the general assembly meeting.

The address for direct access the website to 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 meetinas of the Company's shareholders (https://investors.bittnet.ro/wpcontent/uploads/2020/03/Procedura AGA BNET -rerv200120.pdf), exclusively to investors@bittnet.ro , until 11.12.2024 at the latest 18:00 PM. The proposals of the shareholders regarding the completion of the agenda and the draft resolutions shall comply with the provisions contained in the Procedure for organizing and



conducting the general meetings of the Company's shareholders: <u>https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura AGA BNET-rerv200120.pdf</u> 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 to the Company at <u>investors@bittnet.ro</u>, with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS", until the date of 27.11.2024, 18:00 pm.

If a completed agenda will be published at the request of the significant shareholders in accordance with the legal provisions and of this Notice, the revised / supplemented agenda will be published before the Reference Date mentioned in this Notice. If a completed agenda will be published at the request of the significant shareholders in accordance with the legal provisions and of this Convocation, the deadline for submitting questions remains unchanged.

Participation in the GMS According to the legal provisions, only persons who are registered as shareholders at the end of o4.12.2024 (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 AGEA 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 vote transmission 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: <u>https://investors.bittnet.ro/intalniri-ale-actionarilor/aga-16-decembrie-2024/</u> The special/general proxies will be sent to the address <u>investors@bittnet.ro</u>, so that they are received by the Company no later than 11.12.2024, at 18:00. 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 <u>investors@bittnet.ro</u> or from the company website https://investors.bittnet.ro, category <Bittnet Group>, section <General Meetings>.

The President of the Board of Directors

Through representative Mihai-Alexandru-Constantin LOGOFĂTU