

## Proposal for approval of amendments to the Articles of Incorporation

Considering item 4 on the EGMS agenda, the approval of amendments to the Articles of Incorporation of the Company according with the provisions of Law no. 11/2025 amending Law no. 24/2017 on issuers of financial instruments and market operations:

- *Art. 6.2 The quality of shareholder of Bittnet Systems SA is certified by an account statement issued by Depozitarul Central SA or by the participants in the trading system administered by the Bucharest Stock Exchange or in the clearing and settlement system administered by Central Depository.*
- *Art. 7.5.7. The Board of Directors is authorized, for a period of four years, namely until April 28, 2029; to decide to increase the subscribed share capital, through one or more issues of ordinary or preferred shares, under the terms of the Law, without exceeding at any time 50% of the total shares of the company existing on April 28, 2025.*
- *Art. 9.4 and Art. 9.15 are eliminated. The articles in the Articles of Incorporation will be renumbered accordingly.*
- *Art.12.4 The ordinary general meeting, in addition to the issues on the agenda, will deliberate to make a decision that:
  - h) *merger with other companies or division of the company, except in the situation where the approval of the general meeting of shareholders is not necessary, according to the provisions of Law no. 31/1990, amended and republished;*
  - i) *bond issuance, namely the approval of the main elements of the issuance and the offer, such as: the maximum number of bonds issued, the type of offer (private or public), the types/structure of the bonds offered, a maturity range;**
- *Art.12.8 For the attribution provided for in point f), the delegation of attributions is granted for a period of 4 (four) years from the date of the decision of the general meeting of shareholders, in accordance with the provisions of Law no. 24/2017 on the capital market.*
- *Art.13.4 If the agenda includes the appointment of members of the Board of Directors, shareholders who wish to propose candidates shall submit their proposals within the period indicated in the convening notice, namely no later than 8 calendar days after the publication of the convening notice of the general meeting of shareholders. If the item regarding the appointment of members of the Board of Directors was included on the agenda as a result of the supplement to the agenda by the shareholders, proposals regarding candidates for the positions of administrators may be made within 3 working days following the publication of the supplement to the convening notice in the Official Gazette. The request regarding the proposal of candidates shall include information regarding the name, place of residence and professional qualification of the persons proposed for*

- the respective positions, and any other documents or information about the candidate requested by the convening notice or the nomination procedure shall be attached to the request.*
- *Art. 16.3 The general meeting will elect, from among the shareholders present, a meeting secretary, who will verify the list of shareholders' attendance, indicating the share capital each represents, the minutes drawn up by the technical secretary and the fulfillment of all formalities required by law and the articles of association.*
  - *Art.16.8, Art.16.10 and Art.16.11 are eliminated. The articles in the Articles of Association will be renumbered accordingly.*
  - *Art.17.1 The Company is managed in a unitary system by a Board of Directors consisting of 5 (five) members, elected by the Ordinary General Meeting of Shareholders for a period of 4 years, with the possibility of members being elected for successive mandates. At least one of the members of the Board of Directors must be independent.*
  - *Art.19.3 is supplemented with letter k) as follows:  
k) updates the procedure for holding general meetings of shareholders, according to the law and the amendments made to the articles of association;*
  - *Art. 22.2 The annual financial statements are audited by the financial auditor, in accordance with the legal regulations regarding financial auditing.*
  - *Art. 28 Unless otherwise provided by law, the merger or division is decided by the General Meeting under the conditions established for amending the company's articles of association.*

These amendments to the Articles of Incorporation are in line with the new capital market legislation, recently amended and updated.

