

**Special power of attorney
for legal entity shareholders**
for the Extraordinary General Meeting of Shareholders ("EGMS")
BITTNET SYSTEMS SA
from the date of **28.04.2025**

The undersigned, _____

**To be completed with the name of the legal entity shareholder*

with registered office located in _____,

registered with the Trade Register/similar entity for non-resident legal entities under no. _____, unique registration code/equivalent registration number

for non-resident legal entities _____,

legally represented by _____

**It will be filled in with the name and surname of the legal representative of the shareholder, legal entity, as they appear in the documents proving the capacity of representative*

as a shareholder of BITTNET SYSTEMS SA, a joint stock company, established and operating in accordance with the laws of Romania, listed on the regulated market administered by the Bucharest Stock Exchange, with registered office at Bucharest, Sector 5, Sergent Ion Nutu Street no. 44, One Cotroceni Park, Building A and Building B, 4th floor, registered with the Trade Register under no. J40/3752/2007, CUI 21181848 (the Company),

we hereby authorize: _____,

**To be completed with the name and surname of the authorized natural person to whom this power of attorney is granted*

identified with BI/CI/passport series _____, no. _____, issued

by _____, on _____, CNP

_____, residing in _____

OR

**To be completed with the name of the shareholder, legal entity*

with registered office located in _____,

_____, registered with the Trade Register/similar entity for non-resident legal entities under no. _____

_____, unique registration code/equivalent registration number
for non-resident legal entities _____,
legally represented by _____

*To be completed with the name and surname of the legal representative of the shareholder, legal entity, as they appear in the documents proving the capacity of representative

as my representative in **EGMS of the Company on 28.04.2025, 12:00 (Romanian time) – first call** and, respectively, 29.04.2025, 12:00 (Romanian time) – second call, to exercise the voting rights related to my holdings registered in the shareholders' register on the reference date, as follows:

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1. **For item 1 on the agenda, respectively: endorsement** the election of the Chairman of the meeting, Mr. Mihai-Alexandru-Constantin LOGOFATU, and the secretary of the meeting, Ms. lawyer Ioana PRECUP, who has the status of shareholder of the Company, according to the procedure for organizing and conducting the general meetings of the Company's shareholders.

FOR	AGAINST	ABSTENTION

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2. **For item 2 on the agenda, respectively: endorsement** the implementation of a share buyback program of the Company through one or more public offers, or transactions concluded directly on the main market on which the Company's shares are traded and in accordance with the applicable legal provisions, in the amount of 5,000,000 (five million) lei. The purpose of this market operation will be to reduce the share capital by canceling the respective shares. The minimum price of the shares repurchased will be equal to the nominal value, namely 0.1 RON/share, and the maximum price will be equal to 1 RON/share. A mandate is granted to the Board of Directors to carry out any and all operations necessary to carry out this decision, including but not limited to: establishing the redemption price, signing the documents and submitting them to the competent authorities and capital market institutions, choosing the intermediary through which the operation will be carried out, establishing the opportunity and timing of the redemption program to be carried out, during the year 2025, depending on the context and market conditions.

FOR	AGAINST	ABSTENTION

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3. **For item 3 on the agenda, respectively: Approval** of the amendment to art. 5.1 of the Articles of Association, in accordance with the provisions of the Order of the President of the National Institute of Statistics no. 377/17.04.2024 regarding the approval of the Classification of Activities

in the National Economy Rev3, as well as with the provisions of Law no. 31/1990, amended and republished, as follows:

Art. 5.1 Main activity: NACE Code – 6290 Other information technology service activities

The company will also be able to carry out other activities, in compliance with all prior approvals/authorizations required by law, such as:

4650 Wholesale of computer and telecommunications equipment

4740 Retail sale of computer and telecommunications equipment

6110 Telecommunications activities via cable, wireless and satellite networks

6120 Telecommunications resale and brokerage activities

6190 Other telecommunications activities

6210 Custom software development activities (customer-oriented software)

6220 Information technology and management (operation and management) consultancy activities of computing resources

6020 Television broadcasting activities, video distribution activities

6039 Other content distribution activities

6310 Data processing, web page management and related activities

6811 Buying and selling own real estate

6820 renting and subletting of own or leased real estate

7020 Business and management consultancy activities

7733 Rental and leasing activities of office machinery and equipment (including computers) - without leasing

8559 Other forms of education n.e.c.

9510 Repair and maintenance of computers and communications equipment

FOR	AGAINST	ABSTENTION

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4. For item 4 on the agenda, respectively: **endorsement** amending the following articles of the Articles of Association, in accordance with the provisions of Law no. 11/2025 amending and supplementing 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 Depozitarul Central.

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 Association 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.

FOR	AGAINST	ABSTENTION

5. **For item 5 on the agenda, respectively:endorsement**annulment of the EGMS Decision no. 09 of 27.04.2023 regarding the increase in share capital by issuing a number of 63,417,672 preferential shares, as voted by the extraordinary general meeting of 27.04.2023. Approval of the withdrawal of the BNETR18 preferential rights issued in order to carry out this operation and their annulment.

FOR	AGAINST	ABSTENTION

6. **For item 6 on the agenda, respectively:endorsement**annulment of the EGMS Decision no. 11 of 27.04.2023, regarding the 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 (the "Plan") as voted by the extraordinary general meeting of 27.04.2023.

FOR	AGAINST	ABSTENTION

7. **For item 7 on the agenda, respectively:**Ratification of the Decision of the Board of Directors dated 25.03.2025 by which it was decided to contract and supplement by the subsidiary companies Dendrio Solutions SRL and Dendrio Technology SRL, a banking loan product from the Romanian Bank for Development - Societe Generale

FOR	AGAINST	ABSTENTION

8. **For item 8 on the agenda, respectively:endorsement**the date of 15 May 2025 as the registration date for identifying 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 14 May 2025 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lett. (l) of Regulation no. 5/2018. The payment date is not applicable.

FOR	AGAINST	ABSTENTION

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9. **For item 9 on the agenda, respectively:endorsement**the power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂTU, as legal representative of the Chairman of the Board of Directors of the Company, to sign the shareholders' resolutions and any other documents related to them and to carry out all procedures and formalities provided by law for the purpose of implementing the shareholders' resolutions, including the formalities of their publication and registration in the Trade Register or with any other public institution.

FOR	AGAINST	ABSTENTION

Note: The vote expressed will be indicated by marking with an "X" one of the spaces for the variants "FOR", "AGAINST" or "ABSTENTION". In the event that more than one space is marked with an "X" or no space is marked, the respective vote is considered null/not considered exercised..

This special power of attorney:

1. is valid only for the EGMS for which it was requested, and the representative is obliged to vote in accordance with the instructions formulated by the shareholder who appointed him, under penalty of the vote being canceled by the secretaries of the EGMS meeting;
2. The deadline for registering special powers of attorney with the Company is **25.04.2025, 6:00 p.m.**(Romania time);
3. it is drawn up in 3 original copies, of which: one copy remains with the principal, one copy will be handed to the authorized representative and one copy will be communicated to the Company;
4. it is signed and dated by the mandating shareholder; in the case of collective shareholders, it is signed by all collective shareholders;
5. will be completed by the principal shareholder in all the fields indicated;
6. contains information in accordance with the Articles of Association of the Company, Law no. 31/1990, Law no. 24/2017.

I attach to this special power of attorney:

- the certificate of verification, in original or a true copy, issued by the Trade Register or any other document, in original or a true copy, issued by a competent authority in the state in which the subscriber is legally registered, no more than 30 days old before the reference date and which allows the subscriber to be identified in the register of shareholders of BITTNET SYSTEMS SA, on the reference date (**16.04.2025**), issued by Depozitarul Central SA If Depozitarul Central SA was not informed in time about the name of the legal representative of the subscriber (so that the shareholders' register on the reference date reflects this), the certificate of verification/similar documents mentioned above will have to prove the legal representative of the subscriber, and
- copy of the identity document of the authorized person (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens).

OR

In the case of a legal person as the authorized representative, we also attach its certificate of incorporation, in original or a certified copy, issued by the Trade Register or any other document, in original or a certified copy, issued by a competent authority in the country of origin, indicating, among other things, the identity of its legal representative, no more than 30 days prior to the reference date.

Date of granting of special power of attorney: _____

**In the event that the shareholder successively transmits more than one special power of attorney, the Company will consider that the special power of attorney with a later date revokes the previous special power of attorney(s).*

Name of shareholder legal entity: _____

Name and surname of legal representative: _____

**It will be filled in with the name of the shareholder, legal entity, and the name and surname of the legal representative, clearly, in capital letters.*

Signature: _____

**It will be completed with the signature of the legal representative of the shareholder of the legal entity and stamped, if applicable*