

Decisions of the Ordinary and Extraordinary General Meetings of Shareholders of BITTNET SYSTEMS SA

Str. Sergent Ion Nutu, no. 44, One Cotroceni Park, Building A and Building B, 4th floor, sector 5, Bucharest,

J40/3752/22.02.2007, CUI 21181848

from 28.04.2025

Today, April 28, 2025, at 11:00 (Romanian time), the shareholders of BITTNET SYSTEMS SA ("the Company") met, at the first call, in the Ordinary General Meeting of Shareholders ("OGMS"), respectively at 12:00 (Romanian time) in the Extraordinary General Meeting of Shareholders ("EGMS"), according to the Convener published in the Official Gazette of Romania, Part IV, number [...] of 27.03.2025.

Following the debates, the Company's shareholders adopted the following decisions recorded in the meeting minutes:

OGMS DECISION NO. 1

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved, according to the procedure for organizing and conducting general meetings of the company's shareholders, 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.

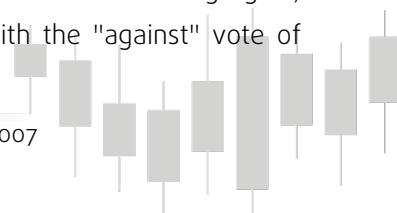
OGMS DECISION NO. 2

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

The individual and consolidated annual financial statements for the 2024 financial year are approved, based on the Board of Directors' Report (in the form of a Universal Registration Document) and the Independent Auditor's Report.

OGMS DECISION NO. 3

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of



shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved the fixed remuneration of the members of the Board of Directors for the year 2025 in the amount of RON 200,000/year gross for each member of the Board of Directors and RON 240,000/year gross for the Chairman of the Board of Directors. The fixed remuneration will be due to the members of the Board of Directors pro-rata with the period of the year in which they exercised their functions within the Board of Directors.

OGMS DECISION NO. 4

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved the maximum limit of additional remuneration of members of the Board of Directors entrusted with specific functions within the Board of Directors, as well as of the fixed remuneration of the Company's directors for 2025 according to the supporting documents related to the OGMS, to which is added the variable remuneration conditional on performance according to the remuneration policy.

OGMS DECISION NO. 5

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

The profit distribution proposals are approved, as they were presented to the shareholders through the supporting documents related to the OGMS.

OGMS DECISION NO. 6

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

The discharge of responsibilities of the Company's Board of Directors for the financial year 2024 is approved.



OGMS DECISION NO. 7

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

The Revenue and Expenditure Budget for the 2025 financial year is approved.

OGMS DECISION NO. 8

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved. The Remuneration Report for 2024, as presented to shareholders through the supporting documents related to the OGMS.

OGMS DECISION NO. 9

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved. the remuneration policy, as presented to shareholders through the supporting documents related to the OGMS.

OGMS DECISION NO. 10

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved. the date of 15 May 2025 as the registration date for identifying the shareholders affected by the decisions adopted by the OGMS, 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. (I) of Regulation no. 5/2018. The payment date is not applicable.



OGMS DECISION NO. 11

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved 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.

EGMS DECISION NO. 1

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

The election of Mr. Mihai-Alexandru-Constantin LOGOFĂTU as the Chairman of the meeting and of Ms. Ioana PRECUP, a lawyer, as the Secretary of the meeting, who is a shareholder of the Company, was approved, according to the procedure for organizing and holding general meetings of the Company's shareholders.

EGMS DECISION NO. 2

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved conducting 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.

EGMS DECISION NO. 3

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved amendment of 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

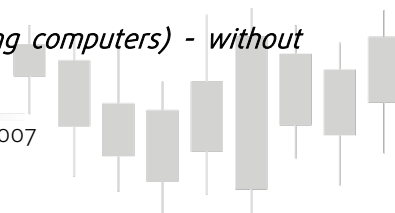
6310 Data processing, web page management and related activities

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



EGMS DECISION NO. 4

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

The amendment of the following articles of the Articles of Association is approved, 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 terms. 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 shall be decided by the General Meeting under the conditions established for amending the company's articles of association.

EGMS DECISION NO. 5

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",



It is approved.annulment of 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 BNETR18 preferential rights issued in order to carry out this operation and their annulment.

EGMS DECISION NO. 6

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved.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.

EGMS DECISION NO. 7

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is ratified Decision of the Board of Directors dated 25.03.2025, which decided to contract and supplement by the subsidiary companies Dendrio Solutions SRL and Dendrio Technology SRL, a banking loan product from Banca Româna pentru Dezvoltare - Societe Generale.

EGMS DECISION NO. 8

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved.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.



EGMS DECISION NO. 9

In the presence of shareholders representing [...] % of the share capital and [...] % of the total voting rights, with the "for" vote of shareholders representing [...] % of the total votes cast, with the "against" vote of shareholders representing [...] % of the total votes cast [...] % of the total voting rights representing "abstentions",

It is approved 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.

Drafted and signed, in one original copy, on behalf of the shareholders by the chairman of the Meeting, Mr. Mihai Alexandru Constantin LOGOFĂTU.

