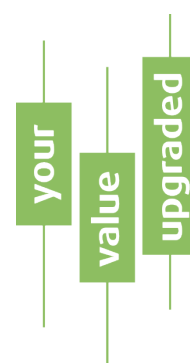


## Current Report no. 74 / 2025

Current report according to	Law 24/2017, FSA Regulation 5/2018
Date of report	25.09.2025
Company name	BITTNET SYSTEMS S.A.
Social address	44, Sergeant Ion Nuțu str , One Cotroceni Park, building A and B, 4 <sup>th</sup> floor, district 5, Bucharest
Headquarters	44, Sergeant Ion Nuțu str , 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 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



## CONVENING NOTICE (COMPLETED)

### OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDERS

#### BITTNET SYSTEMS SA

In accordance with the Companies Law no. 31/1990, republished, as subsequently amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, and the Articles of Association of the Company, the Board of Directors of BITTNET SYSTEMS SA - Romanian legal entity, with registered office at Str. Sergeant Ion Nuțu, no. 44, One Cotroceni Park, Corp A and Corp B, 4th floor, sector 5, Bucharest, registered with the Trade Register under no. J2007003752404, assigned on 22.02.2007, having Single Registration Code 21181848 (the "Company"),

following the receipt of requests for additions from entitled shareholders.

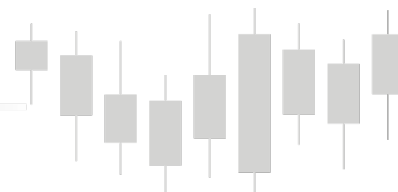
#### COMPLETE AND UPDATED THE AGENDA:

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS for October 21, 2025 at 11:00 a.m.** at Str. Sergeant Ion Nuțu, no. 44, One Cotroceni Park, Corp A and Corp B, 4th floor, sector 5, Bucharest, in which shareholders registered at the end of October 08, 2025, considered the Reference Date, in the shareholders' register kept by DEPOZITARUL CENTRAL SA (EGMS) are entitled to participate and vote. In case of failure to meet the quorum for validity at the first call, a second AGEA meeting will be held on October 22, 2025, at 11:00 a.m., at the same place and with the same agenda and having the same Reference Date; and

**ORDINARY GENERAL MEETING OF SHAREHOLDERS for October 21, 2025 at 12:00 p.m.** at Str. Sergeant Ion Nuțu, no. 44, One Cotroceni Park, Corp A and Corp B, 4th floor, sector 5, Bucharest, in which shareholders registered at the end of October 08, 2025, considered the Reference Date, in the shareholders' register kept by DEPOZITARUL CENTRAL SA (OGMS) are entitled to participate and vote. In case of failure to meet the quorum for validity at the first call, a second meeting of the AGOA will be held on October 22, 2025, at 12:00, at the same place and with the same agenda and having the same Reference Date

#### Completed and updated agenda of the Extraordinary General Meeting of Shareholders

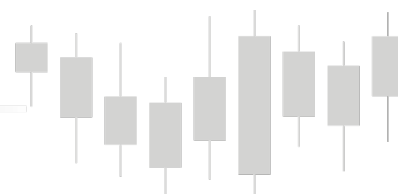
1. Election of the Chairman of the meeting of Mr. Mihai-Alexandru-Constantin LOGOFĂȚU and the secretary of the meeting Ms. Ioana PRECUP, lawyer, who has the status of shareholder of the Company, according to the procedure for organizing and holding general meetings of the Company's shareholders.
2. Ratification of the Decision of the Board of Directors dated 16.06.2025, which decided to contract, by the subsidiary company Dendrio Solutions SRL, a banking loan product to finance working capital, from ProCredit Bank, in the form of a ceiling in the maximum amount of 1,000,000 (one million) euro.



3. Approval of the amendment to art. 17.1 of the Articles of Association, as follows:

*17.1 The Company is managed in a unitary system by a Board of Directors consisting of 3 (three) 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.*

4. Approval of the implementation of a program for the issuance of non-convertible corporate bonds, with a total value of up to 100,000,000 ron (one hundred million lei), each bond to be issued with a nominal value of 100 ron per bond, with a maturity of at least 3 years and a maximum of 5 years, with a fixed or variable annual interest rate of up to 12%, to be offered to investors through a private placement or a public offering. The bond issuance may be carried out depending on market conditions and the financing needs of the Company, within a single bond issue or through multiple issues, within an offering program.
5. Approval of the implementation of a program for the issuance of non-convertible corporate bonds, with a total value of up to 20,000,000 euro (twenty million euro), each bond to be issued with a nominal value of 100 euro per bond, with a maturity of at least 3 years and a maximum of 5 years, with a fixed or variable annual interest rate of up to 12%, to be offered to investors through a private placement or a public offering. The bond issuance may be carried out depending on market conditions and the financing needs of the Company, within a single bond issue or through multiple issues, within an offering program.
6. Approval of the mandate of the Board of Directors to undertake all and any necessary, useful and/or opportune actions and formalities for the purpose of admitting the bonds, to be issued in accordance with points 4-5 above, to trading on a regulated market or on any other trading venue operated by the Bucharest Stock Exchange SA
7. Approval of the authorization of the Board of Directors, for a period ending on December 31, 2030, to execute all operations and/or procedures necessary to implement points 4-5 above and to complete the bond issue(s), in compliance with the terms and conditions approved by the EGMS, including, but not limited to:
  - i. establishing the final terms and conditions of the bond issue (including issue value, bond characteristics, maturity, interest, procedure initiation date, subscription period, type of placement/offer, sale price, including the price within the private placement, if applicable), in compliance with the limits expressly approved by the EGMS in points 4-5 above;
  - ii. establishing the structure of the bond issue, in one or more tranches depending on the financing needs of the Company's projects and market conditions;



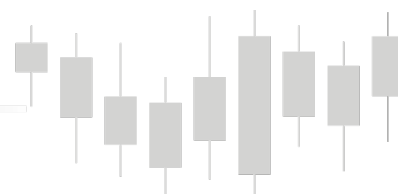
- iii. drafting any documents necessary for the admission of the bonds to trading on a regulated market or on any other trading venue operated by the Bucharest Stock Exchange SA, as well as any other documents that may be concluded in connection with the respective issue and the implementation of the EGMS decision;
  - iv. negotiating and contracting an intermediary company that will assist the Company in the bond issuance process as well as in the admission to trading process;
  - v. negotiating, approving and signing any documents necessary to be concluded/submitted in relation to the entities involved in the bond issuance and admission to trading procedure, including but not limited to the Financial Supervisory Authority, Depozitarul Central SA, Bursa de Valori București SA;
  - vi. carrying out all required legal formalities and signing all necessary documents, including the authorization of one or more persons, in order to carry out the bond issuance procedure.
  - vii. registration of bonds in the Central Depository SA system, as well as the opening of bondholders' accounts in the Central Depository's accounting system.
8. Approval of the mandate of the General Manager to identify strategic partners for the companies in the group, both in the form of creditors but also in the form of participants in the capital of the subsidiaries of Bittnet Systems, attracting partners that would allow the development of the companies in which Bittnet has holdings, independent of the financing from Bittnet. In order to fulfill this mandate, the General Manager is empowered to offer minority or majority participations, obtainable by investors by purchase from Bittnet or / and by capital increases in the 'subsidiary' companies, the percentages offered being at the discretion of the General Manager, including the full sale, within the limits of article 90 paragraph (1) of Law no. 24/2017.
9. Approving the distribution to the Company's shareholders, in the form of dividend and/or through share buyback programs, of any amounts received by the Company as a result of transactions regarding the shares/shares held by the Company in subsidiaries, through which a strategic partner is attracted within them, to the extent that the applicable legislation and the Company's financial situation allow such distribution, regardless of the distribution method chosen.
10. Approval of the granting to the General Manager and the Financial Manager of a joint bonus in a total amount of 5% of the positive difference in the evaluation of the Bittnet Systems SA participation in the 'subsidiary' companies in which any transaction with the shares or shares of the subsidiaries is carried out and the accounting value of these holdings in the most recent audited annual financial statement, at the time of the closing date of the investment round or sale.



11. Establishing the date of 07 November 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 06 November 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.
12. Approval of 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.

### Completed Agenda of the Ordinary General Meeting of Shareholders

1. Election of the Chairman of the meeting of Mr. Mihai-Alexandru-Constantin LOGOFĂTU and the secretary of the meeting of Ms. lawyer Ioana PRECUP, who has the status of shareholder of the Company, according to the procedure for organizing and holding general meetings of the Company's shareholders.
2. Revocation of the auditor KPMG AUDIT SRL with headquarters in Bucharest, Bucharest – Ploiești Road no. 89A, Sector 1, registered with the Bucharest Trade Register under no. J40/4439/2000, with CUI 12997279, company authorized by the Chamber of Financial Auditors of Romania with authorization no. 9/2001, opinion issued by ASF no. 48/11.02.2016, starting with the date of this Ordinary General Meeting of Shareholders;
3. Appointment of the auditor JPA AUDIT & CONSULTANTA SRL with headquarters in Bucharest, B-dul Mircea Voda no. 35, Bl. M27, Et. 3, Ap. 9, Sector 3, with CUI: 14863621, registered with the Bucharest Trade Register under number J40/2008/2002, company authorized by the Chamber of Financial Auditors of Romania with authorization no. 319/2003, opinion issued by ASF no. 68/11.06.2025, for auditing the individual and consolidated financial statements for the fiscal years 2025, 2026 and 2027, establishment of the auditor's mandate until 30.04.2027, as well as authorization of the General Manager and the Financial Manager in the name and on behalf of the Company, with full power and authority:
  - i. to negotiate the terms and conditions of the auditor's 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;
  - ii. to authorize representatives of the Company to sign any such documents, perform any such formalities and perform any such actions.



4. Election of a new member of the Board of Directors of the Company, in the event and under the condition of adopting the decision to reduce the number of members of the Board of Directors according to point 3 on the agenda of the EGMS meeting and in accordance with the provisions of art. 17.6 of the Articles of Association, following the requests to resign from office submitted by the members of the board, namely:
  - Eccleston Square Capital Limited, a company registered in the United Kingdom of Great Britain and Northern Ireland, with its registered office at Manison House, Manchester Road, Altrincham, Cheshire, England, WA144RW, registered in the UK Companies Register under registration number 15388131, legally represented by Mr. Ciucu Bogdan-Andrei;
  - QUERCUS SOLUTIONS SRL with registered office in Bucharest, Sector 2, TONY BULANDRA Street, No. 44, ATTIC ARCH, ROOM NO. 4, Trade Register registration number J40/11416/2022, Unique Identification Code 46309099, legally represented by Mr. Micheş Paul;
  - CONSTANTINESCU Gabriel-Claudiu, Romanian citizen, *[personal data, anonymized]*.
5. Election of 3 members to the Board of Directors of the Company, in case of rejection of the decision to reduce the number of members of the Board of Directors according to point 3 on the agenda of the EGMS meeting, in order to complete the number of members, in accordance with the provisions of art. 17.6 of the Articles of Association, as a result of the requests to resign from office submitted by the members of the board, respectively by:
  - Eccleston Square Capital Limited, a company registered in the United Kingdom of Great Britain and Northern Ireland, with its registered office at Manison House, Manchester Road, Altrincham, Cheshire, England, WA144RW, registered in the UK Companies Register under registration number 15388131, legally represented by Mr. Ciucu Bogdan-Andrei;
  - QUERCUS SOLUTIONS SRL with registered office in Bucharest, Sector 2, TONY BULANDRA Street, No. 44, ATTIC ARCH, ROOM NO. 4, Trade Register registration number J40/11416/2022, Unique Identification Code 46309099, legally represented by Mr. Micheş Paul;
  - CONSTANTINESCU Gabriel-Claudiu, Romanian citizen, *[personal data, anonymized]*
6. Establishing the date of 07 November 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 06 November 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.
7. Approval of 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.



## GENERAL INFORMATION ABOUT OGMS & EGMS

### Availability of information materials, agenda completion and questions regarding the topics on the agenda

Starting with 10.09.2025 and until the date set for the general meetings, they can be obtained by shareholders by sending a written request to the address [investors@bittnet.ro](mailto:investors@bittnet.ro) or can be downloaded from the company's website <https://investors.bittnet.ro>, category <Bittnet Group>, section <General Meetings> the following documents: [...] the situation regarding the total number of shares issued and voting rights on the Reference Date, the draft resolutions proposed for approval by the general meeting, the general/special power of attorney forms usable for voting by representation, the voting forms to be used through the electronic vote transmission system through the voting platform made available by the company, the Procedure for participating in the AGM electronically and the documents to be presented at the general meeting.

The direct access address to the website 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 conducting general meetings of shareholders of the Company ([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 at the address [investors@bittnet.ro](mailto:investors@bittnet.ro), no later than September 24, 2025, 6:00 p.m.

Shareholders' proposals regarding the completion of the agenda and draft resolutions will comply with the provisions contained in the Procedure for organizing and conducting general meetings of shareholders of the Company:

[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)

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 submit the request addressed to the Company at 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 September 24, 2025, 6:00 p.m. In the event that an agenda supplemented at the request of significant shareholders is published in accordance with the legal provisions and this Notice of Meeting, the revised / supplemented agenda will be published prior to the Reference Date mentioned in this Notice of Meeting.

In the event that a completed agenda is published at the request of significant shareholders in accordance with the legal provisions and this Convener, the deadline for submitting questions remains unchanged.

### Participation in the GMS



According to the legal provisions in force, only persons who are registered as shareholders at the end of October 8, 2025 (Reference Date) have the right to participate and vote in the Meeting.

The company makes available and recommends to shareholders the participation and voting by electronic means of remote communication at the convened general meetings.

In accordance with [The procedure for organizing and holding general meetings of the Company's shareholders](#) as approved by the EGMS resolution no. 3/26.11.2020, shareholders registered in the shareholders' register on the Reference Date may participate in the meetings convened by this convening notice, using the tele/video conference system made available by the company, and to cast their vote they will use the electronic vote transmission system through the voting platform made available by the company. The procedure for participation and electronic voting at the general meetings of shareholders according to this convening notice is described here:

<https://investors.bittnet.ro/intalniri-ale-actionarilor/aga-21-octombrie-2025/>

Special/general powers of attorney will be sent to the following address: [investors@bittnet.ro](mailto:investors@bittnet.ro), so that they are received by the Company no later than the date of **October 20, 2025, 11:00 a.m.** Proxies not submitted within the deadline or in a manner other than that described in this notice will not be taken into account.

Additional information can be obtained by sending a written request to the address [investors@bittnet.ro](mailto:investors@bittnet.ro) or from the company website <https://investors.bittnet.ro>, category <Bittnet Group>, section <General Meetings>.

The company makes available and recommends to shareholders the participation and voting by electronic means of remote communication at the convened general meetings:

**Electronic voting** by using electronic voting means according to art.197 of Regulation 5/2018 of the ASF on issuers of financial instruments and market operations through the eVOTE platform (before or during the AGM) by accessing the dedicated link: <https://bittnet.evot.ro/login>, from any device connected to the internet and via the eVotePRO platform (before the AGM) for professional investors as defined by Law no. 126/2018 on markets in financial instruments, in accordance with the provisions of art. 197 of Regulation no. 5/2018. For professional shareholders who choose to exercise their voting rights via the eVotePRO platform, electronic voting is carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal requirements for identification it is specified in section b) below.

Electronic voting forms can be submitted at any time from the start of voting until the live session of the general meeting of shareholders or expressed/re-expressed directly in the live session of the meeting, the last voting option being the one recorded.

The platforms contain voting options for all items on the agenda. Electronic voting is exercised by checking a voting option "for" or "against" or by "abstaining", followed by pressing the "record vote" button. Votes marked in the platform without pressing the "record vote" button will not be taken into account. The





shareholder can log in and vote whenever he wants during the designated interval for voting by correspondence and/or live, the last voting option being the one recorded.

Shareholders should take into account that, before exercising their voting rights through the eVote platform/eVotePRO platform, they must complete the registration process and their voting account must be validated by the Company.

Shareholders who are natural persons must complete the registration process only once and update their information whenever necessary. Shareholders who are legal persons/entities without legal personality must complete it for each AGM meeting, except for professional shareholders voting through the eVotePRO platform whose identification documents have been previously validated, remain valid (within 12 months from the date of issue) and have not undergone changes and/or have not been replaced with new documents.c

For identification and access to the eVote/eVotePRO voting platform, shareholders will provide the following information to the Company, through the eVote/eVotePRO platform:

a) Individuals:

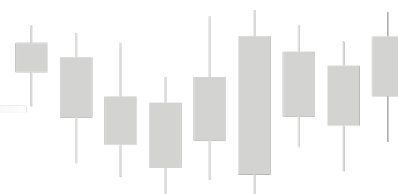
- Last name First name
- Personal Numeric Code (CNP)
- Email address
- Copy of identity document (identity card, identity card, passport, residence permit) \*
- Phone number (optional)

Or

- Access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central SA: <https://www.roclear.ro/Inrolare-Investitori>

b) For legal entity shareholders, including professional shareholders/entities without legal personality:

- Legal entity name
- Unique registration code (CUI)
- Last name First name of legal representative
- Legally represented Personal Numeric Code (CNP)
- Email address
- Legal representative identity document (identity card, identity card, passport, residence permit)\*
- Certificate of verification reflecting the current situation issued by the Trade Register or any equivalent document issued by a competent authority in the state in which the shareholder, a legal entity, is legally registered, presented in original or in a copy conforming to the original, no more than 12 (twelve) months old as of the date of publication of the AGOA/EGMA convening notice in the Official Gazette of Romania and allowing their identification in the register of shareholders of the Company kept by the Central Depository. \* the capacity of legal representative will be taken from the register



of shareholders as of the Reference Date, received from the Central Depository SA if the shareholder has informed the Central Depository SA about his representative in time.

- Phone number (optional)

Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator into Romanian/English.

\*the electronic copy of the above-mentioned documents will be uploaded online and in that dedicated times. The things that can be Uploaded files can have one of the following extensions: .jpg, .pdf, .png.

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in the event that the respective natural person is a shareholder at the relevant reference data. The identification made by the Company in the case of legal persons, special or general powers of attorney gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively the authorized person.

### **The right to propose candidates for the position of member of the Board of Directors**

The Company's shareholders, regardless of the shareholding held in the share capital, as well as the members of the Company's Board of Directors may submit proposals for candidates for appointment as members of the Company's Board of Directors, including in the application information about the name, place of residence and professional qualification of the proposed persons and accompanied by (i) a copy of the valid identity document of the shareholder/director of the Company (in the case of natural persons, identity card, identity card, passport, residence permit, respectively in the case of legal persons, identity card, identity card, passport, residence permit of the legal representative), (ii) curriculum vitae of the proposed person and (iii) in the case of proposing a candidate for the position of independent member, a declaration on the candidate's own responsibility regarding the fulfillment of all eligibility criteria.

The shareholders/administrators of the Company will be able to submit/send the request addressed to the Company, together with the documents listed in the paragraph above, in a closed envelope (in original), by post or courier services, to the Company's headquarters at Str. Sergeant Ion Nuțu, no. 44, One Cotroceni Park, Corp A and Corp B, 4th floor, sector 5, Bucharest, or by email with the extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, to the address [investors@bittnet.ro](mailto:investors@bittnet.ro), until September 24, 2025, 6:00 p.m., with the written mention "PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS".

Chairman of the Board of Directors

By representative, Mihai-Alexandru-Constantin LOGOFĂȚU

