

To: *Bursa de Valori București S.A.*
Autoritatea de Supraveghere Financiară

CURRENT REPORT 04/2023

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation no. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	26.01.2023
Name of the Company	Simtel Team S.A.
Registered Office	Splaiul Independentei 319 SP. OB 410, District 6, Bucharest 060044, Romania
Email	investors@simtel.ro
Phone	+40 31 860 21 01
Website	investors.simtel.ro
Registration nr. with Trade Registry	J40/564/2010
Fiscal Code	RO 26414626
Subscribed and paid share capital	1,572,326 lei
Total number of shares	7,861,630
Symbol	SMTL
Market where securities are traded	MTS AeRO Premium

Important events to be reported: Errata to the Convening Notice of the OGMS dated 27/28.02.2023

The management of Simtel Team S.A. (hereinafter referred to as the „Company”) informs the market that the following amendments have occurred in respect to the Convening Notice of the OGMS dated 27/28.02.2023, which was published on 20.01.2023, through Current Report no. 03/2023:

(i) point 1 of the Convening Notice has been amended and will have the following content:

"1. Approval of the mandate as Sole Administrator of Mr. NEDEA IULIAN, in continuation of the initial mandate of 2 (two) years, for a period of 4 (four) years starting with March 1, 2023 or, at the shareholders' proposal, the appointment of a new administrator for a 2 (two) years mandate in accordance with art. 11.1 of the Articles of Incorporation of the Company. The deadline for submitting the proposals regarding the candidates for the position of administrator is 11th of February 2023. The list containing the information regarding the name, the place of residence and professional qualification of the persons proposed for the position of administrator is available to the shareholders on the Company's website, at the address <https://www.simtel.ro/investitori#adunari-generale-shareholders>, which can be consulted and completed by them until the above-mentioned deadline."

(ii) point 3 provided in the Convening Notice, has been amended and will have the following content:



"3. Updating the Articles of Incorporation of the Company to reflect the decisions in points 1 and 2 herein above."

The updated Convening Notice is attached to this Current Report.

Iulian NEDEA

Sole Director

CONVENING NOTICE
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
SIMTEL TEAM S.A.

Societatea SIMTEL TEAM S.A. registered under the Trade Registry under no. J40/564/2010, unique registration code 26414626, headquartered in Bucharest, 319 Splaiul Independentei, space OB 410, District 6, 060044 Bucharest, Romania having a subscribed and paid-in share capital of 1.572.326 lei (hereinafter referred to as “the Company”), by IULIAN NEDEA, as Sole Administrator,

Pursuant to the Companies Law no. 31/1990, as republished, with subsequent amendments and completions (“Law no. 31/1990”), Law no. 24/2017 regarding the issuers of financial instruments and market operations, as subsequently amended and supplemented (“Law no. 24/2017”), of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, as subsequently amended and supplemented (“Regulation No. 5/2018”) and of the Company’s Articles of Incorporation (“Articles of Incorporation”),

HEREBY SUMMONS

Ordinary General Meeting of Shareholders (hereinafter referred to as “OGMS”) for the date of 27.02.2023, at 11:00 AM at the location in 319L Splaiul Independenței, Bruxelles Office Building (Sema Park), Entrance A, Ground Floor, Sector 6, Bucharest, Romania, which will be attended by all the Company’s shareholders registered in the register shareholders (held by Depozitarul Central S.A.) until the end of February 15, 2023, established as the reference date (“Reference Date”). In case of failure to meet the required quorum at the first convocation, a second meeting of the EGMS will be held on 28.02.2023, at 11:00 AM, in the same place and with the same agenda and having the same Reference Date.

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the mandate as Sole Administrator of Mr. NEDEA IULIAN, in continuation of the initial mandate of 2 (two) years, for a period of 4 (four) years starting with March 1, 2023 or, at the shareholders’ proposal, the appointment of a new administrator for a 2 (two) years mandate in accordance with art. 11.1 of the Articles of Incorporation of the Company. The deadline for submitting the proposals regarding the candidates for the position of administrator is 11th of February 2023. The list containing the information regarding the name, the place of residence and professional qualification of the persons proposed for the position of administrator is available to the shareholders on the Company’s website, at the address <https://www.simtel.ro/investitori#adunari-generale-shareholders>, which can be consulted and completed by them until the above-mentioned deadline.

2. Approval of the extension of the mandate of 3B EXPERT AUDIT S.R.L as financial auditor until the completion of the audit for the financial year ended on 31.12.2023, i.e. until 31 May 2024.
3. Updating the Articles of Incorporation of the Company to reflect the decisions in points 1 and 2 above.
4. Approval of the remuneration of the Sole Administrator for the financial year related to 2023 at the level of 35,000 lei (gross) per month, in accordance with the remuneration policy of the Company.
5. Approval of the date of 21.03.2023 as the registration date and the date of 20.03.2023 as ex-date for the identification of the shareholders on whom the effects of the decisions adopted by the OGMS will be reflected.
6. Approval of the authorization of the Sole Administrator, with the possibility of sub-delegation, as in the name and on behalf of the Company, with full power and authority, to sign any documents, including the OGMS decision and the updated Articles of Incorporation of the Company, to submit, to request publication in the Official Monitor of Romania part IV of the decision, to issue any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, as well as to perform any operations, in order to bring to fulfillment and ensuring the opposability of the decisions to be adopted by the OGMS.

GENERAL INFORMATION REGARDING THE OGMS

a) Shareholder participation in OGMS

Considering the global pandemic situation and the preventive measures imposed by the Romanian authorities, shareholders are recommended to avoid non-essential travel and to exercise their right to vote by mail, according to the procedure described in this convening letter or through the electronic voting procedure as described below at point g).

Only shareholders registered in the Company's Shareholder Register on the Reference Date are entitled to participate and vote at the OGMS, according to the legal provisions applicable to joint-stock companies listed on the SMT-AeRo Multilateral Trading System and of the Articles of Incorporation, in person (through legal representatives), through representative (on the basis of a special or general power of attorney), in compliance with the relevant legal provisions, or by email (on the basis of a postal ballot).

Access and/or voting by mail of shareholders entitled to participate in the OGMS is permitted by simple proof of their identity made, in the case of natural person shareholders, with their identity document (identity bulletin/identity card for Romanian citizens or, as the case may be, passport/residence permit/identity card for foreign citizens) and, in the case of legal entities, with the identity document of the legal representative (bulletin/identity card for Romanian citizens or, as the case may be, passport/residence permit/identity card for foreign citizens).

The representatives of the natural/legal person shareholders will be identified on the basis of the identity document (bulletin/identity card for Romanian citizens or, as the case may be,

passport/residence permit/identity card for foreign citizens), accompanied by the special or general power of attorney signed by to the natural person shareholder/legal representative of the legal person shareholder, as the case may be.

The quality of shareholder, as well as, in the case of shareholders of legal entities or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the Reference Date, received by the Company from Depozitarul Central S.A.

In the situation where: a) natural person shareholders have not registered their shares in the Depozitarului Central S.A. system, valid and updated identification data, then they will also present a copy of the updated identity document (bulletin/ identity card/ passport/ residence permit); b) the legal representative of the legal entity shareholders is not mentioned in the list of shareholders from the Reference Date received from Depozitarul Central S.A., then he will also present an official document attesting to the capacity of legal representative of the signatory of the special power of attorney (proof issued by a competent authority , in the original or a copy conforming to the original, no older than 6 months before the date of publication of the OGMS convenor).

Information regarding special and general powers and voting by mail is set out in points c) and d) below.

Documents presented in a foreign language other than English (with the exception of identity documents valid on the territory of Romania) will be accompanied by their translation, performed by an authorized translator, in Romanian or English (also applies in case of participation) and voting in accordance with points c) and d) below).

b) Related documents and in relation to the OGMS agenda

Starting from 27.01.2023, all presentation materials related to the issues included on the OGMS agenda will be available on the Company's website at <https://investors.simtel.ro/adunari-generale-ale-actionarilor/>. The Company's shareholders may obtain, upon request, copies of the documents related to the issues included on the agenda of the OGMS.

c) General powers

The general power of attorney shall be granted by the shareholders for a period that will not exceed 3 years, allowing his representative to vote in all aspects under discussion at the general meetings of the shareholders, including regarding the acts of disposition.

The general powers of attorney, before their first use, shall be submitted to/shipped to the Company's registered office, located in Romania, Bucharest, 319 Splaiul Independentei, space OB 410, sector 6, in copy, including the statement of compliance with the original under the signature of the representative (or by e-mail with extended electronic signature, according to ASF regulations, to the address investors@simtel.ro), so that they are registered as received at the Company's registry until 25.02.2023, 11:00 AM.

For the mandate validity, the representative must have the capacity of either an intermediary (in accordance with the provisions of art. 2 par. (1) point (20) of Law no. 24/2017), or a lawyer, and the shareholder is their client. Also, the representative must not be in a conflict of interests, according to the provisions of art. 92 para. (15) from Law no. 24/2017. The representative cannot be replaced by another person. If the representative is a legal person, it can exercise its mandate through any person who is part of the administrative or management body or among its employees.

Together with the general power of attorney, the shareholders will submit to the Company the declaration on their own responsibility given by the legal representative of the intermediary or the lawyer who received the power of attorney, signed in the original and, as the case may be, stamped, from which it appears that:

(i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;

(ii) împuternicirea generală este semnată de acționar, inclusiv prin atașare de semnătură electronică extinsă, dacă este cazul.

d) Special Power of attorney and Mail Ballots

Special Power of attorney and mail ballots must be in the format provided by the Company and contain specific voting instructions for each item on the agenda (ie vote "for", vote "against" or "abstain").

Special power of attorney may be granted to any person for representation at a single general meeting and contain specific voting instructions from the issuing shareholder.

The special power of attorney/voting ballot by mail and related documents shall be submitted to/shipped to the Company's registered office, located in Romania, Bucharest, 319 Splaiul Independenței, space OB 410, sector 6, including by e-mail with extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of mail ballots), according to ASF regulations, to the address investors@simtel.ro, in the original or in a copy, including the statement of compliance with the original under the signature of the representative, so that they are registered as received at the Company's registry until 25.02.2023, at 11:00 AM, clearly stating on the envelope or in the subject e-mail "*For the Ordinary General Meeting of Shareholders of 27.02.2023/28.02.2023*".

When completing the special power of attorney/voting ballots by mail, shareholders are asked to take into account the possibility of completing the agenda of the EGMS with new points or proposed resolutions. In this case, the special power of attorney/mail ballots will be updated and made available through the methods shown in point b).

e) The right of shareholders to request the introduction of new items on the agenda and to present draft resolutions for existing or proposed items to be included on the agenda

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

1. to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting; and
2. to present draft resolutions for the items included or proposed to be included on the OGMS agenda.

The shareholders' rights provided above can only be exercised in writing (sent by courier services to the Company's headquarters or by e-mail, according to ASF regulations, to the address investors@simtel.ro) until 11.02.2023.

The identification requirements mentioned above in letter a) are also applicable to the natural person shareholder(s) and/or to the legal representative of the legal person shareholder who requests the completion of the OGMS agenda.

In cases where the exercise of the right provided for in letter a) above determines the modification of the agenda of the general meeting already communicated to the shareholders, the Company will have to make available a revised agenda, using the same procedure as that used for the previous agenda, before the Reference Date and in compliance with the term provided by Law no. 31/1990.

f) Shareholders' right to ask questions concerning the agenda

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be sent to the Company by e-mail, at investors@simtel.ro, so that they are received by the Company by 25.02.2023, at 11:00 AM.

The right to ask questions and the obligation to answer may be conditioned by the measures that the Company can take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the smooth conduct and preparation of general meetings, as well as the protection confidentiality and the Company's commercial interests. The company can formulate a general answer for questions with the same content. An answer will be deemed to be given if the relevant information is available on the Company's website in question-answer format.

g) Electronic voting

Electronic voting can be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <http://smtl.evot.ro/> from any device connected to the Internet.

For identification and online access to OGMS, shareholders will provide the following information:

- (i) In the case of natural persons:
- name and surname,

- personal identification code,
- email address,
- copy of the identity document (identity card, passport, residence permit)*,
- phone number (optional);
- they can connect directly using the access credentials generated after identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.roclear.ro/Inrolare-Investitori>

(ii) In the case of legal entities:

- the name of the legal entity,
- the unique registration code (CUI);
- name and surname of the legal representative,
- personal numeric code of legal representative,
- email address,
- the identity document of the legal representative (identity card, identity card, passport, residence permit)*;
- copy of the ascertaining certificate issued by the commercial register or any equivalent document issued by a competent authority in the state where the legal person shareholder is legally registered, presented in the original or in a copy conforming to the original. The documents certifying the legal representative capacity of the legal entity shareholder will be issued no later than 30 days before the reference date*;
- phone number (optional).

* the electronic copy of the above-mentioned documents will be uploaded online (upload) in the dedicated fields. Uploadable files can have one of the following extensions: .jpg, .pdf, .png.

The documents presented in a language other than English will be accompanied by the translation made by an authorized translator with the signature legalized by the notary public in Romanian/English.

The shareholder can connect and vote whenever he wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the one registered.

IULIAN NEDEA

Solde Administrator
