

To,  
Bucharest Stock Exchange

Financial Supervisory Authority

Ref: convening notice for EGM 27.09.2023

**Current Report no. 3707**

drawn up in accordance with Law nr. 24/2017 on issuers of financial instruments and market operations, FSA Regulation no. 5/2018 on issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Code for the Multilateral Trading System

Date of report:	23.08.2023
Name of issuing entity:	<b>CONNECTIONS CONSULT S.A.</b>
Registered office:	Buzesti Nr. 71, Floor 7 and 8, sector 1, Bucharest
Telephone/fax number:	0372 368 332/ 0372 006 765
Unique registration code:	EN 17753763
Serial number in the Trade Register:	J40/11864/2005
Subscribed and paid-up share capital:	1.189.272,70 lei
Market on which issued securities are traded:	SMT - AeRO category, CC market symbol

**Important events to report: convening notice for EGM 27.09.2023**

Connections Consult informs the market that one shareholder among those who were registered in the shareholders' register at the registration date opted to receive a cash distribution equivalent to the fraction of nominal value due according to the allocation index of 0.1 free shares for every 1 share held on the registration date. As a result, 883,081 new shares were made available to the Company.

The other shareholders did not take any action, so they will be considered to have chosen Option b), without receiving any cash distribution, being allocated 0.1 free shares for every 1 share held on the registration date.

The company will compensate shareholders for the resulting fractions through the Central Depository. The amount to be compensated shall be obtained by multiplying the fraction to 4 decimal places by the compensation price and then rounding the result of multiplication to two decimal places.

The compensation price, approved by the Board of Directors and calculated in accordance with the provisions of Article 176 para. (2) of ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations, is 3.7806 lei.

Chairman of the Board of Directors,

Bogdan Liviu Florea



**S.C. CONNECTIONS CONSULT SA** (hereinafter referred to as "the Company" or "Connections"), with registered office in Bucharest, Strada Buzești 71, et.7 and et.8, Sector 1, registered with the Trade Register Office of the Bucharest Court under number J40/11864/06.07.2005 with unique registration code 17753763, through the Chairman of the Board of Directors, Mr. Bogdan Liviu Florea,

Pursuant to Company Law no. 31/1990, republished, as amended and supplemented ("**Company Law**"), Law no. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented ("**Regulation no. 5/2018**") and the Company's articles of association ("**Articles of Association**"),

## CALL

**The Extraordinary General Meeting of Shareholders ("EGM") on 27.09.2023, at 12:00 p.m. in Bucharest, Buzești Street No. 71, Floor 7, Sector 1**, to be attended by all shareholders of the Company registered in the register of shareholders (kept by the Central Depository S.A.) by the end of the day of **13.09.2023** established as the Reference Date. In case the quorum required at the first convocation is not met, a second meeting of the EGM will be held on **28.09.2023, at 12:00 p.m.**, at the same address in **Bucharest, 71 Buzești Street, 7th Floor, Sector 1**, with the same agenda and having the same Reference Date.

## AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Election of the Chairman of the meeting in the person of Mr. Bogdan Liviu Florea, Chairman of the Board of Directors and of the Secretary of the meeting, Mrs. Cristescu Magda Cristina who is a shareholder in the company.

2. Increase of the maximum limit within which the Company may grant Options to key persons, provided for in the material "CC - STOCK OPTIONS PLAN", approved by the Resolution of the Extraordinary General Meeting of Shareholders no.1/24.04.2023, from 3% to 13%, the other provisions of the Plan remaining unchanged.

3. Reduction of the secondary object of the Company provided for in the Memorandum of Association in Article 4.1 - Secondary activities, by eliminating activities with the following CAEN:

- 1814 - Bindery and related services
- 3312 - Repair of machinery
- 4643 - Wholesale of electrical household appliances, radios and televisions
- 4647 - Wholesale of furniture, carpets and lighting equipment
- 4648 - Wholesale of watches, clocks and jewellery
- 4649 - Wholesale of other household goods
- 4665 - Wholesale of office furniture
- 4673 - Wholesale of lumber, building materials and sanitary equipment
- 4690 - Non-specialized wholesale trade
- 4743 - Retail sale of audio/video equipment in specialized stores
- 4753 - Retail sale of carpets, rugs, mats and other floor coverings in specialized stores
- 4754 - Retail sale of electrical household appliances in specialized stores
- 4759 - Retail sale of furniture, lighting equipment and household articles n.e.c., in specialized stores

- 4763 - Retail sale of records and tapes, whether or not recorded, in specialized stores
- 4764 - Retail sale of sports equipment in specialised stores
- 4765 - Retail sale of games and toys in specialized stores
- 4776 - Retail sale of flowers, plants and seeds; retail sale of pet animals and pet food in specialized stores
- 4777 - Retail sale of watches, clocks and jewellery in specialised stores
- 4778 - Retail sale of other new goods in specialised stores
- 4779 - Retail sale of second-hand goods in stores
- 4791 - Retail sale via mail order houses or via Internet
- 4799 - Retail sale not in shops, stalls, kiosks and markets
- 5811 - Book publishing activities
- 5812 - Publishing activities of guides, compendia, directories and similar publishing activities
- 5813 - Newspaper publishing activities
- 5814 - Magazine and periodical publishing activities
- 5920 - Sound recording and music publishing activities
- 6010 - Radio broadcasting activities
- 6020 - Television broadcasting activities
- 7120 - Technical testing and analysis activities
- 7219 - Research and Development in Other Natural Sciences and Engineering
- 7490 - Other professional, scientific and technical activities n.e.c.
- 9101 - Library and archive activities

4. Update the Constitution to amend Article 4.1 - Secondary activities to reflect the decision in point 3 above. The new content of Article 4.1. will be as follows:

#### Secondary activities

The company will also be able to carry out the following activities under the law:

- 4614 - Agents involved in the sale of machinery, industrial equipment, ships and aircraft
- 4618 - Agents involved in the sale of goods of a specific character, n.e.c.
- 4619 - Agents involved in the sale of other products
- 4651 - Wholesale trade services of computers, peripheral equipment and software
- 4652 - Wholesale of electronic and telecommunications equipment and components
- 4666 - Wholesale of other office machinery and equipment
- 4669 - Wholesale of other machinery and equipment
- 4741 - Retail sale of computers, peripheral units and software in specialized stores
- 4742 - Retail sale of telecommunications equipment in specialized stores
- 5821 - Computer game publishing activities
- 5829 - Other software publishing activities
- 6201 - Custom software development activities (client-oriented software)
- 6203 - Management and operation of computer equipment activities
- 6209 - Other information technology service activities
- 6311 - Data processing, web page administration and related activities
- 6312 - Web portal activities
- 7810 - Employment agency activities
- 7830 - Labour supply and management services
- 8219 - Photocopying, document preparation and other specialized secretarial activities
- 8299 - Other business support service activities n.e.c.
- 9511 - Repair of computers and peripheral equipment

5. Approval of 12.10.2023 as the record date and 11.10.2023 as the ex-dates for identifying the shareholders on whom the effects of the resolutions adopted by the EGM will be passed.

6. Approval of the empowerment of Mr. BOGDAN LIVIU FLOREA, as General Manager, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the EGM resolution, to file, to request publication in the Official Gazette of Romania Part IV of the resolution, to collect any documents, to carry out any formalities required before the Trade Register Office, as well as before any other authority, public institution, legal entities or individuals, and to carry out any operations, in order to carry out and ensure the enforceability of the resolutions to be adopted by the EGM.

The right to vote may be exercised by the entitled shareholders either by physical presence in compliance with the coordinates of the ordinary general meeting of shareholders specified above, or by correspondence, under the conditions set out in the section Voting by correspondence, below.

#### **Shareholder proposals for the ordinary general meeting of shareholders**

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company are entitled:

- (a) to place items on the agenda of the AGM/EGM provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the AGM/EGM; and
- (b) to submit draft resolutions for items included or proposed to be included on the AGM/EGM agenda.

Shareholders' requests for the introduction of new items on the agenda, as well as draft resolutions for items included or proposed to be included on the agenda of the AGM/EGM, accompanied by a copy of the shareholder's valid identity card, may be submitted as follows:

- a) submitted to the Company's Registrar's Office in Bucharest, Buzești Street No. 71, et.7, by **08.09.2023** (Romanian time), in a closed envelope, clearly marked in capital letters "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 27.09.2023";
- b) sent to the Company's registry in Bucharest, Buzești Street No.71, et.7, by any form of courier with acknowledgement of receipt, so as to be registered as received at the Company's registry by **08.09. 2023, 17.00 (Romanian time)**;
- c) sent by e-mail with an extended electronic signature, incorporated in accordance with Law no. 455/2001 on electronic signatures, by **08.09.2023 at 17.00** (Romanian time), to the e-mail address [investors@connections.tech](mailto:investors@connections.tech) , mentioning in the subject line "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 27.09.2023".

The revised agenda will be published on 11.09.2023, provided that the legal requirements are met.

### **Questions relating to the ordinary general meeting of shareholders**

Shareholders of the Company, irrespective of the level of their shareholding, may submit questions in writing on the items on the agenda of the AGM, accompanied by a copy of the shareholder's valid identity card, as follows:

- a) submitted to the Company's Registrar's Office in Bucharest, Buzesti Street No. 71, et.7, until **08.09.2023 at 17.00** (Romanian time), in a closed envelope, clearly marked in capital letters "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 27.09. 2023";
- b) sent to the Company's registry office in Bucharest, Buzesti Street No. 71, 7th floor, by any form of courier with acknowledgement of receipt, so as to be registered as received at the Company's registry office **by 08.09.2023, 17:00** (Romanian time);
- d) sent by e-mail with an extended electronic signature, incorporated in accordance with Law no. 455/2001 on electronic signature, until **08.09.2023 at 17:00** (Romanian time), to the e-mail address [investors@connections.tech](mailto:investors@connections.tech), mentioning in the subject "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 27.09.2023".

### **Attendance at the general meeting of shareholders**

Access to the shareholders registered in the register of shareholders on the Reference Date and entitled to attend the EGM is allowed by simply proving their identity, made, **(i)** in the case of individual shareholders, with their identity card, or, **(ii)** in the case of corporate shareholders, with the identity card of their legal representative, and **(iii)** in the case of corporate shareholders and represented individual shareholders, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions.

Shareholders registered on the Reference Date in the register of shareholders of the Company kept by the Central Depository S.A. may participate in person or by proxy in the EGM, each shareholder having the right to appoint any other natural or legal person as proxy to participate and vote on his/her behalf in the EGM, in compliance with the provisions of Article 105 of Law no. 24/2017.

A shareholder may appoint one person to represent him/her at the AGM. However, if a shareholder holds shares of the Company in more than one securities account, this restriction will not prevent him from appointing a separate proxy for the shares held in each securities account in respect of a particular AGM. However, the shareholder is prohibited from casting different votes on the basis of shares held by him in the Company's share capital.

In the case of participation by proxy, the shareholder shall appoint a proxy by a special proxy drawn up on the basis of the special proxy form made available to shareholders by the Company, both in Romanian and English, or by a general power of attorney granted under the conditions set out below. A shareholder may appoint by proxy one or more alternate representatives to represent him at the AGM in the event that the appointed representative is unable to fulfil his mandate. If more than one alternate proxy holder is appointed by proxy, the order in which they will exercise their mandate must also be indicated.

Where a shareholder is represented by a credit institution providing custody services, it will be able to vote at the EGM on the basis of voting instructions received by electronic means of communication, without the need for a special or general proxy to be drawn up by the shareholder. The Custodian will

vote at the AGM only in accordance with and to the extent of the instructions received from its clients who are shareholders on the Record Date.

In the event that items not included on the published agenda are discussed at the AGM in accordance with the legal provisions, the proxy holder may vote on them in accordance with the interests of the shareholder represented.

### **Special Proxy**

The special proxy is only valid for the AGM for which it has been requested. The special proxy may only be granted by using the special proxy form made available to shareholders by the Company in accordance with the section Other Provisions on General Meetings of Shareholders below.

The proxy is obliged to vote in accordance with the instructions given by the appointing shareholder. Special proxies must contain specific voting instructions for each item on the AGM agenda.

In the case of a special proxy, an original copy, completed in Romanian or English and signed by the shareholder, together with a copy of the shareholder's and the representative's identity card, shall be sent to the Company as such:

- a) submitted to the Company's Registrar's Office in Bucharest, Buzești Street No. 71, 7th floor, **until 25.09.2023 at 12.00 p.m.** (Romanian time), in a closed envelope, clearly marked in capital letters "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 27.09. 2023";
- b) sent to the Company's registry office in Bucharest, Buzești Street No. 71, 7th floor, by any form of courier with acknowledgement of receipt, so as to be registered as received at the Company's registry office by **25.09. 2023 at 12.00 p.m.** (Romanian time);
- c) sent by e-mail with an extended electronic signature, incorporated in accordance with Law no. 455/2001 on electronic signature, **by 25.09. 2023 at 12.00 p.m.** (Romanian time), to the following e-mail address e-mail [investors@connections.tech](mailto:investors@connections.tech) , mentioning in the subject "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 27.09.2023".

In all cases, the representative shall present to the organizers of the AGM an original copy of the special proxy at the time of registration.

### **General Power of Attorney**

The general proxy shall be valid only if: (i) it is granted for a period not exceeding 3 years, (ii) it expressly allows the representative of the shareholder who has granted such proxy to vote on all matters to be debated at general meetings of shareholders of the Company, including acts of disposition, and (iii) it is granted by the shareholder, as a client, to an intermediary as defined in art. 2 para. (1) item 19 of Law 24/2017 or a lawyer. Shareholders of the Company may not be represented at the AGM on the basis of a general power of attorney by a person who is in a situation of conflict of interest that may arise in particular in one of the following cases:

- (a) is a majority shareholder of the Company, or another entity, controlled by that shareholder;
- (b) is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity as referred to in point a);
- (c) is an employee or auditor of the Company or of a majority shareholder or of a controlled entity as referred to in point a);

(d) is the spouse, relative or relative up to and including the fourth degree of one of the natural persons referred to in points a) to c).

The general power of attorney must contain at least the following information: 1. the name/name of the shareholder; 2. the name/name of the representative (the person to whom the power of attorney is granted); 3. the date of the power of attorney as well as the period of validity of the power of attorney, in compliance with the legal provisions; powers of attorney bearing a later date have the effect of revoking powers of attorney dated earlier; 4. a statement that the shareholder authorises the proxy holder to attend and vote on his behalf by means of a general proxy at the general meeting of shareholders for the shareholder's entire holding on the reference date, expressly specifying the company/companies for which the general proxy is used.

The general power of attorney shall cease in accordance with paragraph 1. 2 of art. 202 of ASF Regulation 5/2018.

Prior to its first use, a copy of the general power of attorney signed by the shareholder and having the minimum content required by ASF Regulation 5/2018, including the statement of conformity with the original under the representative's signature, together with a copy of the shareholder's identity card and an affidavit of the intermediary or lawyer as set out below, shall be sent to the Company as follows:

- a) submitted to the Company's Registrar's Office in Bucharest, Buzești Street No. 71, 7th floor, by **25.09. 2023 at 12.00 p.m.** (Romanian time), in a closed envelope, clearly marked in capital letters "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 27.09.2023";
- b) sent to the Company's registry office in Bucharest, Buzești Street No. 71, 7th floor, by any form of courier with acknowledgement of receipt, so as to be registered as received at the Company's registry office by **25.09.2023 at 12.00 p.m.** (Romanian time);
- c) sent by e-mail with an extended electronic signature, incorporated in accordance with Law no. 455/2001 on electronic signature, by **25.09.2023 at 12.00 p.m.** (Romanian time), to the e-mail address [investors@connections.tech](mailto:investors@connections.tech) , mentioning in the subject line "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 27.09.2023".

The affidavit given by the intermediary's legal representative or the lawyer who has been empowered to represent the intermediary by general power of attorney shall specify the following:

- a) the power of attorney is granted by that shareholder, as client, to the intermediary or, as the case may be, to the lawyer;
- b) the general power of attorney is signed by the shareholder, including by the attachment of an extended electronic signature, if applicable.

The statement must be filed in original, signed and, where applicable, stamped, without any other formalities being carried out in relation to its form. The declaration shall be lodged with the Company together with the general power of attorney under the conditions and within the time limits set out above.

Copies of the general powers of attorney, marked as conforming to the original, shall be retained by the Company and shall be recorded in the minutes of the AGM.

### **Other provisions on representation**

Shareholders may appoint and revoke their proxy by electronic means of data transmission, and the revocation shall be effective and enforceable against the Company if received by the Company by the deadline for filing/transmitting proxies.

The proxy holder may not be substituted by another person unless this right has been expressly conferred on him/her by the shareholder in the power of attorney. Where the proxy holder is a legal person, it may exercise the mandate received through any person who is a member of its administrative or management body or one of its employees.

### **Voting by correspondence**

Shareholders of the Company registered on the Reference Date in the register of shareholders of the Company maintained by the Central Depository S.A. have the possibility to vote by correspondence by using the ballot form for voting by correspondence made available to shareholders by the Company in both Romanian and English.

Postal votes may be cast by a shareholder's conventional representative only if he/she has received a special/general power of attorney from the shareholder in question, which is filed with the Company in accordance with Article 105 of Law 24/2017. If the person representing the shareholder by personal attendance at the AGM is different from the person who cast the postal vote, then for the validity of his/her vote he/she shall submit to the secretary of the AGM a written revocation of the postal vote signed by the shareholder or the representative who cast the postal vote. This is not necessary if the shareholder or his/her legal representative is present in person at the AGM.

In the case of postal voting, the ballot papers, completed in Romanian or English and signed, together with a copy of the shareholder's and representative's identity card, may be submitted as follows:

- a) submitted to the Company's Registrar's Office in Bucharest, Strada Buzești No. 71, et.7, until **27.09.2023 at 10.00 a.m.** (Romanian time), in a closed envelope, clearly marked in capital letters "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 27.09. 2023";
- b) sent to the Company's registry in Bucharest, Buzești Street No. 71, 7th floor, by any form of courier with confirmation of receipt, so as to be registered as received at the Company's registry by **27.09. 2023 at 10:00 a.m.** (Romanian time);
- c) sent by e-mail with an extended electronic signature, incorporated in accordance with Law no. 455/2001 on electronic signature, by **27.09. 2023 at 10.00 a.m.** (Romanian time), to the e-mail address [investors@connections.tech](mailto:investors@connections.tech) with the subject "FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 27.09.2023".

### **Other provisions concerning the ordinary general meeting of shareholders**

In the case of shareholders who are legal entities or entities without legal personality, the status of legal representative is established on the basis of the list of shareholders as at the Reference Date, received from the Central Depository S.A.. The documents attesting the quality of legal representative drawn up in a foreign language, other than English, shall be accompanied by a translation made by an authorized translator into Romanian or English, without the need to legalize or apostille these documents.



In all the cases described above where reference is made to:

a) the identity documents of a person shall be considered as follows: (i) in the case of individuals - identity card/passport, and (ii) in the case of legal entities - identity card/passport of the legal representative registered in the list of shareholders of the Company issued by the Central Depository S.A.;

b) the representative of the shareholders registered in the list of shareholders issued by the Central Depository S.A., if such representative is not registered as such in the records of the Central Depository S.A., in order to identify the representative of the shareholder who is a legal person, a certificate issued by the Commercial Registry or any other equivalent document, in original or certified true copy issued by a competent authority of the State in which the shareholder is legally registered and attesting the status of legal representative, which certificate or equivalent document must not be older than 3 months prior to the date of publication of the notice of the EGM.

Failure to submit general or special proxies/vote by correspondence forms by the set date shall be sanctioned by the loss of the right to vote by proxy/by correspondence at the EGM. Special proxies/ballot forms that do not contain at least the information contained in the form provided by the Company shall not be binding on the Company, nor shall general powers of attorney which do not contain the minimum information required by law.

If the legal conditions for holding the EGM on the date of the first convocation are not met, a new EGM shall be convened, if necessary, for 28.09. 2023, 12.00 p.m. (Romanian time), with the same agenda. In the event of a new convocation, the reference date set for the identification of shareholders entitled to attend and vote at the EGM shall be the same (i.e. 13.09.2023). The second convocation of the AGM will take place at the same address, i.e. at Strada Buzești 71, et. 7, Sector 1.

The documents and information materials relating to the items on the agenda of the EGM, this notice of meeting, the draft resolutions, the total number of shares and voting rights at the date of the meeting, as well as the special/general proxy forms and postal ballot forms for the EGM will be made available to shareholders in both Romanian and English at least 30 days before the date of the EGM and will be available for consultation daily between 09.00 and 17:00 at the Company's registered office in Strada Buzești, nr 71, Sector 1, Bucharest, 7th Floor and on the Connections website at <https://connectionsconsult.ro/>.

Draft resolutions proposed by shareholders will be added to the Company's website as soon as possible after receipt by the Company.

At the date of publication of this convocation, the company has a total of 13,081,999 shares registered with the Commercial Register. Of these, the Central Depository has registered 11,892,727 shares.

The Company estimates that on the date of the AGM, following the issuance of the CIIF and the registration with the Central Depository of the new shares issued on the basis of the Decision of the Board of Directors no. 22/24.07.2023 pursuant to the delegation received by the Resolution of the Extraordinary General Meeting of Shareholders no. 1/24.04.2023, item 4, the total number of shares with voting rights will be 12,198,918, with the Company holding 883,081 shares.

Further information can be obtained at [investors@connections.tech](mailto:investors@connections.tech).

Chairman of the Board of Directors  
Bogdan Liviu Florea

