

SPECIAL POWER OF ATTORNEY

FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS CONNECTIONS CONSULT  
S.A.

Dated 30.04.2022, 12:00

The \_\_\_\_\_ undersigned/name \_\_\_\_\_ of \_\_\_\_\_ the \_\_\_\_\_ company  
\_\_\_\_\_  
(Surname,  
first name / Name of shareholder)

domiciled/having its headquarter at \_\_\_\_\_, \_\_\_\_\_ street,  
no. \_\_\_\_\_, building. \_\_\_\_\_, floor. \_\_\_\_\_, district \_\_\_\_\_, country  
\_\_\_\_\_, identified with Identity card/Passport/ series/no. \_\_\_\_\_, Personal Number  
Code \_\_\_\_\_/registered in the Trade Register \_\_\_\_\_ under no.  
\_\_\_\_\_, Fiscal Identification Code \_\_\_\_\_, through the legal/conventional  
representative \_\_\_\_\_, (cross  
out what does not correspond)

holder(s) of a number of \_\_\_\_\_ ordinary, registered, dematerialized shares, with a  
nominal value of \_\_\_\_\_ RON, issued by CONNECTIONS CONSULT S.A. ("the Company"),  
entitling to a number of \_\_\_\_\_ votes out of the total number of \_\_\_\_\_ shares/voting  
rights in the Extraordinary General Meeting of Connections Consult Shareholders,

as the **PRINCIPAL**,

I hereby empower:

\_\_\_\_\_

(Name, surname / Name of company)

domiciled/established at \_\_\_\_\_, \_\_\_\_\_ street, no. \_\_\_\_\_, building  
\_\_\_\_\_, floor \_\_\_\_\_, apt. \_\_\_\_\_, district/county \_\_\_\_\_, identified with Identity Card /  
Passport series/no \_\_\_\_\_, issued by \_\_\_\_\_, on the date of \_\_\_\_\_, valid  
until \_\_\_\_\_, Personal Number Code \_\_\_\_\_// registered in the  
Trade Register \_\_\_\_\_ under no. \_\_\_\_\_, Fiscal Identification  
Code \_\_\_\_\_, through the legal/ conventional representative  
\_\_\_\_\_, domiciled/established at \_\_\_\_\_,

\_\_\_\_\_street, no. \_\_\_\_, building \_\_\_\_, floor \_\_\_\_, apt. \_\_\_\_, district/county \_\_\_\_\_, identified with Identity Card / Passport series/no \_\_\_\_\_, issued by \_\_\_\_\_, on the date of \_\_\_\_\_, valid until \_\_\_\_\_, Personal Number Code \_\_\_\_\_//

(please cross out what does not correspond),

in its capacity of **TRUSTEE**,

to represent the PRINCIPAL at the Extraordinary General Meeting of Shareholders of CONNECTIONS CONSULT S.A., to be held in Bucharest, district 1, Buzesti str., no. 75-77, 8<sup>th</sup> floor, room 15, on 30.04.2022, at 12.00, as well as on the date of the second meeting on 01.05.2022, at 12.00, at the Company's headquarters in Bucharest, 75-77 Buzești Street, 14th floor, with the same agenda and Reference Date, in case the first one cannot be held, and to exercise the voting rights related to my shareholdings, registered in the Shareholders' Register of Connections Consult S. A. on the Reference Date 18.04.2022, as follows (tick the appropriate box and only those items on the agenda for which the representative is authorized to attend and vote, as well as the express voting instruction):

1. Approval of the change in the form of management of the Company to a Board of Directors consisting of 3 (three) members.

**For**  **Against**  **Abstention**

2. Approval of the amendment of the Articles of Association as follows:

*Art. 9.6. The present Articles of Association delegates to the General Manager the exercise of the powers referred to in Art. 9.5. b) concerning the relocation of the registered office of the Company and in 9.5. c) concerning the change of the object of activity of the Company, with the exception of the object and main field of activity.*

*Art.9.7. The power referred to in art. 9.5. d) above may be delegated at any time to the General Manager under the conditions imposed by the applicable regulations. The provisions of Article 6.4 above shall remain valid.*

#### **CAP. X. CONVENING AND HOLDING OF GENERAL MEETINGS OF SHAREHOLDERS**

*Art. 10.1 The General Meeting shall be convened by the Board of Directors of the Company whenever necessary.*

#### **CAP. XI. ADMINISTRATION OF THE COMPANY**

*Art. 11.1. The Company shall be managed by a Board of Directors, elected by the ordinary general meeting of shareholders for a period of 4 years, starting from the date of this Memorandum of Association.*

*On the date of this Memorandum of Association the Board of Directors is appointed with the following composition:*

- 1. \_\_\_\_\_, Romanian citizen, residing in \_\_\_\_\_, born on \_\_\_\_\_, in \_\_\_\_\_, holder of the ID card series \_\_, no. \_\_\_\_\_, issued \_\_\_\_\_ on \_\_\_\_\_, CNP \_\_\_\_\_, as CHAIRMAN.*
- 2. \_\_\_\_\_, Romanian citizen, residing in \_\_\_\_\_, born on \_\_\_\_\_, in \_\_\_\_\_, holder of ID card series \_\_, no. \_\_\_\_\_, issued \_\_\_\_\_ on \_\_\_\_\_, CNP \_\_\_\_\_, as NON EXECUTIVE MEMBER.*
- 3. \_\_\_\_\_, Romanian citizen, residing in \_\_\_\_\_, born on \_\_\_\_\_, in \_\_\_\_\_, holder of the ID card series \_\_, no. \_\_\_\_\_, issued \_\_\_\_\_ on \_\_\_\_\_, CNP \_\_\_\_\_, as NON EXECUTIVE MEMBER.*

*Art.11.2. The Directors may be dismissed at any time by the Ordinary General Meeting of Shareholders. In the event of vacancy of one or more directorships, the Board of Directors shall proceed with the provisional appointment of directors until the Ordinary General Meeting of Shareholders. If a vacancy on the Board of Directors results in the number of directors falling below the legal minimum, the remaining directors shall immediately convene an ordinary general meeting of shareholders to complete the number of members of the Board of Directors. The period for which the new director is elected to fill the vacancy shall be equal to the period remaining until the expiry of his predecessor's term of office.*

*Art. 11.3. The Board of Directors shall meet at least once every three months. The Chairperson shall convene the Board of Directors, set the agenda, ensure that Board members are properly informed of the items on the agenda and chair the meeting. The Board of Directors shall also be convened at the reasoned request of at least two of its members or of the General Manager. In this case, the agenda shall be set by the authors of the request. The Chairperson shall be obliged to comply with such a request.*

*The notice convening the meeting of the Board of Directors shall be sent to the Directors in good time before the date of the meeting, which may be fixed by decision of the Board of Directors. The notice shall state the date, the place of the meeting and the agenda. Decisions on items not on the agenda may be taken only in urgent cases. More stringent conditions may be laid down in the Memorandum of Association with regard to the matters covered by this paragraph.*

*Minutes shall be taken at each meeting and shall contain the names of the participants, the order of business, the decisions taken, the number of votes cast and the separate opinions. The minutes shall be signed by the chairman of the meeting and at least one other administrator.*

*Art. 11.6 The Board of Directors shall be entrusted with the performance of all acts necessary and useful for the realization of the company's object of activity, with the exception of those reserved by law for the general meeting of shareholders.*

*Art. 11.7. In relations with third parties, the Company shall be represented by the Board of Directors, which shall have the power to represent and bind the Company. As regards the obtaining or granting of loans, such decisions shall be taken by the General Manager regardless of the amount of such operations. The Board of Directors may delegate any of its powers and duties to the General Manager or to other persons*

*by an express power of attorney. The delegation of powers includes the delegation of the right to represent the Company in dealings with third parties, natural or legal persons, institutions, or state authorities.*

*Art. 11.8. The main duties of the Board of Directors are:*

*a) to move the registered office of the Company.*

*b) to contract loans on behalf of the Company.*

*c) the extension of the Company's objects of activity, except for the main object.*

*d) the establishment or dissolution of subsidiaries, branches, agencies, outlets, representative offices, or other establishments without legal personality in the country or abroad.*

*e) to determine the main lines of activity and development of the Company.*

*f) to establish accounting policies and the financial control system, and to approve financial planning.*

*g) appointing and dismissing directors and determining their remuneration.*

*h) supervising the work of the Directors.*

*i) preparing the annual report, organizing the general meeting of shareholders and implementing its resolutions;*

*j) filing a petition for the opening of the Company's insolvency proceedings, according to the Law no. 85/2014 on insolvency proceedings, as amended.*

*k) the achievement of the Company's objectives and performance criteria.*

*l) the development and implementation of specific strategies, able to ensure the performance of the current and future activities.*

*m) ensuring the administration, management and integrity of the Company's assets under conditions of maximum diligence.*

*n) to adopt the necessary measures in order to fulfil the annual income and expenditure budget, for the development and diversification of the sources of income, in accordance with the law.*

*o) organizing the selection, hiring and dismissal of staff, in compliance with the provisions of labor legislation;*

*p) to determine the duties, by directorate or department, of the staff employed, as well as the individual professional obligations of the specialist staff, approved by job descriptions.*

*q) representation of the Company in relations with third parties, natural or legal persons, state institutions, state authorities, control bodies.*

*r) the conclusion of legal acts, in the name and on behalf of the Company, including those whereby the Company acquires assets or disposes of, leases, exchanges or pledges as security assets (including units,*

agency, representative office or working point) in the Company's assets, the value of which exceeds half of the book value of the Company's assets on the date of the conclusion of the legal act, only with the approval of the general meeting of shareholders, given under the terms of Article 10.12 above;

s) signing the financial statements and filing them with the competent financial bodies within the time limits provided by law.

Art. 11.9 The management powers of the Board of Directors are delegated to the Directors, and the power to represent the Company in relation to third parties is delegated to the General Manager. The Board of Directors retains the power of representation of the Company in relations with its directors.

As of the date of this Memorandum of Association, the General Manager of the Company, with a term of office of 4 years from the date of this Memorandum of Association is:

\_\_\_\_\_, Romanian citizen, residing in \_\_\_\_\_, born on \_\_\_\_\_, in \_\_\_\_\_, holder of ID card series \_\_, no. \_\_\_\_\_, issued \_\_\_\_\_ on \_\_\_\_\_, PNC \_\_\_\_\_

Art. 11.11. The Board of Directors shall exercise its mandate with the prudence and diligence of a good owner. The Board of Directors shall not be in breach of this duty if at the time of taking a decision on the management of the Company it is reasonably entitled to believe that it is acting in the best interests of the Company on the basis of adequate information.

Art. 11.12. The Board of Directors shall exercise its mandate loyally in the best interests of the Company.

Art. 11.13. The Board of Directors shall be responsible for fulfilling its obligations under the terms of its mandate and those specifically provided for by law. It shall be liable to the Company for:

- a) the reality of the payments made by the members up to the admission to trading of the Company's shares.
- b) the actual existence of dividends paid.
- c) the existence of the registers required by law and their correct keeping.
- d) the exact fulfilment of the resolutions of general meetings.
- e) the strict performance of the duties required by law or by this Memorandum of Association;
- f) the efficient management of the Company's assets.

For  Against  Abstention

3. Approval of 20.05.2022 as the record date and 19.05.2022 as the ex-date for identifying the shareholders on whom the effects of the resolutions adopted by the EGM will be passed.

For  Against  Abstention

4. 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 institutions, 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.

**For**  **Against**  **Abstention**

I hereby empower the above-named TRUSTEE to vote in the manner in which he/she has been empowered and give him/her discretionary power to vote on matters not identified and included in the agenda by the date of this Special Power of Attorney. I also empower the above-named Trustee to sign the minutes of the Extraordinary General Meeting of Shareholders held on 30.04.2022, 12:00 p.m. or on 01.05.2022, 12:00 p.m., and, to sign, in general, any document or deed necessary for the registration of the resolutions of this meeting, if any.

**Yes**  **No**

Drawn up today, \_\_\_\_\_, in 3 original copies, having the same legal force, one for the Principal, one for the Trustee and the third one to be registered at the Connections Consult registry until 29.04.2022 at 12.00 p.m. (Romanian time).