

S.C. CONNECTIONS CONSULT S.A.

Romania, Bucharest, district 1 Buzești street 75-77, 14th floor

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DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

S.C. CONNECTIONS CONSULT S.A

No. ____ / __.04.2022

The Extraordinary General Meeting of Shareholders, hereinafter referred to as the EGM, met today, __.04.2022, at _____, in the presence of shareholders of the Company registered in the Register of Shareholders kept by the Central Depository S.A. on 18.04.2022 (reference date), representing _____% of the share capital of the Company, collectively referred to as the "Shareholders",

The OGM is opened by the Chairman of the meeting, Mr. Florea Bogdan as Sole Administrator.

Considering:

- The notice of the OGM published in the Official Gazette of Romania, Part IV a, number _____ dated _____, in the newspaper _____ number _____ dated _____ and on the Company's website;
- The provisions of the Company's Articles of Association in force ("Articles of Association");
- The applicable legal provisions;

The Chairman of the meeting finds that at the opening of business, the OGM is lawful and statutory, _____ shareholders are present or represented, holding a number of _____ shares, representing _____ % of the subscribed and paid-up share capital, representing _____% of the total voting rights.

The quorum requirement is met in accordance with the provisions of Art. 10.11. of the Articles of Association and Art. 115 para. 1 of the Companies Law no. 31/1990 ("Law no. 31/1990").

Following the debates, the shareholders of the Company resolve as follows:

In the presence of shareholders representing _____ - % of the share capital and _____ % of the total voting rights, the composition of the secretary of the meeting is approved as follows:

Chairman of the meeting : _____

Secretary of the meeting: _____

Technical secretaries: _____

1. In the presence of shareholders representing _____ - % of the share capital and _____ % of the total voting rights, **the change in the form of management of the Company to a Board of Directors consisting of 3 (three) members is approved.**

2. In the presence of shareholders representing _____ - % of the share capital and _____ % of the total voting rights, **the amendment of the Articles of Association is approved 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.

3. In the presence of the shareholders representing _____ - % of the share capital and _____ % of the total voting rights, **the date 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, is approved.**

4. In the presence of shareholders representing _____ - % of the share capital and _____ % of the total voting rights, **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 is approved.**

There being no further business on the agenda, the President declared the meeting closed.

CHAIRMAN

SECRETARY OF THE MEETING