

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. ____ / 24.04.2023

The Extraordinary General Meeting of Shareholders, hereinafter referred to as the EGM, met today, 24.04.2023, at 12:00 P.M., in the presence of shareholders of the Company registered in the Register of Shareholders kept by the Central Depository S.A. on 13.04.2023 (reference date), representing _____% of the share capital of the Company, collectively referred to as the "Shareholders",

The EGM is opened by the Chairman of the meeting, Mr. Florea Bogdan as Chairman of Board of Directors.

Considering:

- The notice of the OGM published in the Official Gazette of Romania, Part IV a, number _____ dated _____, in the newspaper "BURSA" 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 EGM 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. 10.12. 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:

1. 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 : BOGDAN LIVIU FLOREA

Secretary of the meeting: CRISTESCU MAGDA CRISTINA

2. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **the implementation of a plan to reward key persons in the Company, by granting options on the Company's shares, as detailed in the presentation material "CC - STOCK OPTIONS PLAN" proposed by the Board of Directors, in order to stimulate their performance and reward their loyalty, is approved.**

3. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **Company's repurchase of its own shares on the market where the shares are listed, in accordance with the applicable legal provisions, is approved, under the following conditions:**

- a. the maximum number that may be purchased is 360.000 shares,
- b. the price per share payable shall be between a minimum price equal to the nominal value and a maximum price equal to the lower of (i) RON 6.5 per share and (ii) the higher of the price of the last independent transaction and the highest price at the time of the independent tender offer on the trading venue where the acquisition is made, as per Art. 3 para. (2) Delegated Regulation No 1052/2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards regulatory technical standards for conditions applicable to buy-back programs and stabilization measures; the aggregate value of the program is up to RON 2,340,000.
- c. the duration of the program is a maximum of 18 months from the date of publication of this Decision in Part IV of the Official Gazette of Romania.
- d. the purpose of the program is to implement the plan for rewarding key persons in the Company approved in item 1 above.
- e. the repurchase transactions may only relate to fully paid shares and shall be carried out only from the distributable profit or from the available reserves of the Company recorded in the last approved annual financial statement, excluding legal reserves.

4. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **they approved the delegation of powers regarding the resolution to increase the share capital to the Board of Directors, through one or more issues of shares, for a period of 3 years, within the limit of the amount of 118.927,27 lei authorized capital, i.e., 1.189.272,7 shares with a nominal value of 0.1 lei/share representing 10% of the share capital at the date of this AGM resolution. Exclusively for the purpose of increasing the share capital under the conditions immediately above indicated, approval of the delegation of powers to the Board of Directors to decide to restrict or waive the pre-emptive rights of the shareholders existing at the date of the said increase in share capital, pursuant to Article 86 of Law 24/2017.**

5. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **the amendment to the Constitution, is approved, as follows:**

a. Amendment of lit. (a), (b), (c) and (d) of Article 9.3, by replacing the expression *by/of Sole Administrator* with the *Board of Directors*, as follows:

Art.9.3. The ordinary general meeting of shareholders shall have the following powers:

a) to discuss, approve or amend the annual financial statements, based on the reports presented by the Board of Directors or, where appropriate, the financial auditor, and to fix the dividend.

b) to elect and dismiss the members of the Board of Directors and the financial auditor and to fix the minimum duration of the financial audit contract.

(c) fix the remuneration of the members of the Board of Directors for the current financial year.

d) to decide on the management of the Board of Directors.

6. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **the correction of a material error in the articles of association to delete Article 11.14, which has the same content as Article 11.13, and which was written twice in error, is approved.** Article 11.14 reads as follows:

The Board of Directors shall be responsible for fulfilling its obligations in accordance with the provisions relating to the mandate and those specifically laid down 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 Constitution.

f) the efficient management of the Company's assets.

7. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **they approved the date of 11.05.2023 as the record date and 10.05.2023 as the ex-date for identifying the shareholders on whom the effects of the resolutions adopted by the EGM will be passed.**

8. In the presence of shareholders representing _____% of the share capital and _____ % of the total voting rights, **they approved 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