



Issuer: **Board of Directors of 2B INTELLIGENT SOFT S.A.**

CONVENING NOTICE
OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF 2B INTELLIGENT SOFT S.A. SHAREHOLDERS

The Board of Directors of **2B INTELLIGENT SOFT S.A.**, hereinafter referred to as “the **Company**”, with its registered office in: Bd. Primăverii, no. 51, floors 4 + M, Bucharest, District 1, Romania, having the fiscal registration code RO 16558004 and the registration number at the Trade Register J40 / 1358/2006, legally represented by Mr. Radu Scarlat, in capacity of Chairman of the Board of Directors, in compliance with the provisions of the Articles of Incorporation of the Company valid at the date of convocation, of the Companies Law No. 31/1990, law no. 24/2017 regarding issuers of financial instruments and market operations and FSA regulation no. 5/2018 regarding issuers of financial instruments and market operations, as amended and supplemented,

hereby convene:

ORDINARY GENERAL MEETING OF SHAREHOLDERS (hereinafter referred to as “**OGMS**”) for **April 21, 2022, at 10:00 o’clock**, at the registered office of the Company in Bd. Primăverii, no. 51, floors 4 + M, Bucharest, District 1, Romania.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (hereinafter referred to as “**EGMS**”) for the date of **April 21, 2022, at 11: 00 o’clock**, at the registered office of the company in Bd. Primăverii, no. 51, floors 4 + M, Bucharest, District 1, Romania.

If at the first convocation the legal or statutory quorum conditions are not met for the meetings of the **OGMS**, respectively the **EGMS**, respectively the **OGMS** will be held on **April 26, 2022**, at 10:00 o’clock, and the **EGMS** will be held on **April 26, 2022**, at 11:00 o’clock, in the same place and with the same agenda (*second convocation*).

Only the shareholders of the Company registered at the end of 11.04.2022 (hereinafter “**Reference Date**”) in the register of shareholders kept by Depozitarul Central S.A. will be able to participate and vote at the **OGMS** and **EGMS** meetings. (“**Depozitarul Central**”). This Reference Date is also valid for the second convocation.

The OGMS will have the following agenda:

1. Approval of the annual financial statements for the financial year ended at 31 December 2021, accompanied by the Annual Report of the Board of Directors and the Report of the Financial Auditor.
2. Approval of the discharge from administration of the Sole Administrator, respectively of the Board of Directors for the activity related to the financial year 2021.



3. Approval of the distribution of the net profit for the financial year 2021, in the amount of 4,540,717 lei, as follows:

a) Legal reserves = 87,600 lei,

b) Use for the granting of cash dividends to shareholders, in a total amount of 1,000,000 lei, meaning a gross dividend of **0,227273 / share**,

c) Undistributed profit = 3,453,117 lei.

4. Approval for the operation of granting dividends to shareholders, according to item 3 on the agenda, the registration date (proposal: 09.06.2022), the ex-dividend date (proposal: 08.06.2022) and the payment date (proposal: 16.06.2022).

5. Approval of the revenue and expenditure budget for 2022.

6. Approval of the remuneration policy of the Board of Directors of the company, in compliance with the provisions of art. 106 of Law no. 24/2017 on issuers of financial instruments and market operations.

7. Approval of the remuneration due to the members of the Board of Directors of the company for the financial year 2022.

8. Approval for the rest of the OGMS operations of the registration date (proposal: 12.05.2022) and the ex-dividend date (proposal: 11.05.2022), according to the applicable law.

9. Authorization and empowerment of the Chairman of the Board of Directors of the Company, with the right of substitution / sub-delegation, in order to sign any documents (including OGMS decisions and Updated Articles of Incorporation of the Company that reflect the amendments approved according to **OGMS** decision dated **April 21/26, 2022** and to undertake any formalities necessary for the implementation, filing, registration and publication of decisions and / or operations approved thereunder, including the representation of the Company before any authorities for this purpose.

The EGMS will have the following agenda:

1. Approval of the increase of the share capital of the Company with the amount of 880,000 lei, by issuing a number of 8,800,000 new shares with a nominal value of 0.1 RON / share, following the partial incorporation of the issue premiums resulting from the private placement carried out on of November 26, 2021, for the benefit of shareholders registered in the Register



of Shareholders kept by the Depozitarul Central on the registration date established by the EGMS. The new shares will be assigned to the shareholders of the company in proportion to the current holdings, for each share already held, 2 (two) newly issued shares will be assigned.

2. Approval of the update of the Articles of Incorporation of the company regarding the share capital, in the sense in which art. 6.1 is amended and will have the following content:

” 6.1 the share capital of the company, fully private, fully subscribed and paid in cash by the shareholders is RON 1,320,000, divided into 13,200,000 indivisible shares, with a value of RON 0.1 each.”

3. Approval for the operation of granting shares to shareholders, according to item 1 on the agenda, registration date (proposal: 16.06.2022), ex-dividend date (proposal: 15.06.2022) and payment date (proposal: 17.06.2022).

4. Approval for the rest of the EGMS operations of the registration date (proposal: 12.05.2022) and of the ex-dividend date (proposal: 11.05.2022), according to the applicable law.

5. Authorization and empowerment of the Chairman of the Board of Directors of the Company, with the right of substitution / sub-delegation, in order to sign any documents (including EGMS decisions and Updated Articles of Incorporation of the Company reflecting the amendments approved according to **EGMS** dated **April 21/26, 2022** and to undertake any formalities necessary for the implementation, filing, registration and publication of decisions and / or operations approved thereunder, including the representation of the Company before any authorities for this purpose.

General information on OGMS and EGMS

1. Documents related to the GMS

As of March 22, 2022, the convening notice, the full text of the documents and information materials on the issues on the agenda, the documents to be presented to the ordinary and extraordinary general meetings of shareholders and the draft decisions for each item on the agenda can be consulted on the Company's website (www.bento.ro, General Shareholders' Meetings Section) both in Romanian and English or can be obtained by shareholders from the Company's headquarters in Bd. Primăverii, no. 51, floors 4 + M, Bucharest, District 1, Romania, e-mail: investors@bento.ro).



2. The right to put new items on the agenda. The right to submit draft decisions for items included or proposed to be included on the agenda. Right to ask questions relating to the GMS

Shareholders representing, individually or together, at least 5% of the share capital shall be entitled:

i) to introduce new items on the agenda of the general meetings, provided that each item is accompanied by a justification or a draft decision proposed for enactment by the general meetings, no later than April 5, 2022;

ii) to submit draft decisions for the items included or proposed to be included on the agenda of the general meetings, no later than April 5, 2022;

Also, any shareholder has the right to ask questions on any of the items on the agenda of the GMS.

The above-mentioned rights may be exercised only in writing, or by transmission to the headquarters of the company from **Bd. Primăverii, no. 51, floors 4 + M, Bucharest, District 1, Romania**, by post or any form of courier with acknowledgment of receipt, either as an electronic form to which an extended electronic signature has been incorporated, attached or logically associated at: investors@bento.ro, so that requests are received by April 5, 2022. Proposals/questions will be accompanied by the following shareholder identification documents:

a) Shareholder natural person: copy of the identity document (allowing its identification in the list of shareholders of the company issued by the Depozitarul Central);

b) Shareholder legal person: copy of the identity document of the legal representative of the shareholder legal person (allowing the identification of the shareholder in the list of shareholders of the company issued by the Depozitarul Central).

If the shareholder legal person / entity without legal personality has not provided the Depozitarul Central with the information on its representative (so that it can be found in the Register of shareholders provided by the Depozitarul Central for the reference date), it must additionally submit a certificate of confirmation of company details issued by the trade register / any other document issued by a competent authority of the state where the shareholder is registered, certifying the status of legal representative of the signatory of the proposal / questions, transmitted in original or copy in compliance with the original.



The documents presented in a language other than Romanian or English will be accompanied by the translation notarized by an authorized translator, the legalization/apostille of the translation is not necessary. The agenda completed with the items thus proposed by the shareholders will be published no later than April 8, 2022.

3. Participation in the AGM

According to the legal provisions in force, only the persons who are registered as shareholders in the register of shareholders of the Company, kept by the Depozitarul Central at the end of April 11, 2022 (“*Reference Date*”) have the right to participate and vote in the **EGMS / OGMS**.

The shareholders registered in the Company's shareholders' register on the Reference Date may participate and vote at the **EGMS / OGMS** in person (physically or online), by correspondence or through a representative based on a special power of attorney. The access of the shareholders entitled to participate in the **EGMS / OGMS** is allowed by the simple proof of their identity, made, in the case of individual shareholders, with the identity document, respectively, in the case of legal persons shareholders and represented shareholders, with representation documents.

Shareholders may participate and vote in the **EGMS / OGMS** in person or may be represented at meetings, either by their legal representatives or by other representatives who have been granted a special power of attorney. The shareholder has the obligation to give, within the special power of attorney form, specific voting instructions to the person representing him/her, for each item on the agenda of the **EGMS / OGMS**.

The representation of the shareholders in the meeting can also be done through persons other than the shareholders, based on a special power of attorney according to the legal regulations in force.

Shareholders registered in the register of shareholders of the Company at the Reference Date may participate in the EGM/OGMS and vote as follows:



1. **Personal vote**, which is exercised after proof of identity by the shareholder, as follows:

- a) in the case of natural shareholders, by the simple proof of identity made with the identity document (*identity card, passport or residence permit*);
- b) in the case of shareholders legal entities : unique registration code in original /copy according to the original and identity document of the legal representative (identity card, passport, or residence permit). The quality of legal representative shall be proved by a certificate of confirmation of company details issued by the trade register or any equivalent document issued by a competent authority of the state in which the legal person shareholder is legally registered, presented to the Company in original or in copy according to the original. Documents certifying the status of legal representative of the legal entity shareholder (as mentioned above) will be issued no later than 30 days before the *Reference Date*. The documents presented in a language other than English will be accompanied by the translation made by an authorized translator with the signature notarized by the notary public in Romanian/English.

2. **Online voting**, by using electronic means of voting according to art.197 of Regulation 5/2018 of the A.S.F. on issuers of financial instruments and market operations, which is exercised by accessing the link <https://bento.evot.ro/login> from any device connected to the Internet.

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

a) Natural persons:

- Name Surname
- Personal Numeric code (PNC)
- Email address
- Copy of identity document (identity card, passport, residence permit)

*

- Phone number (optional)

b) Legal entities:

- Name of legal entity
- Unique registration code (CUI)



- Name Surname legal representative
- Personal Numeric Code (PNC) legally represented
- Email address
- Identity document legal representative (identity card, passport, residence permit)*
- A copy of the certificate of confirmation of company details issued by the trade register or any equivalent document issued by a competent authority of the state in which the legal person shareholder is legally registered, presented in the original or in copy in compliance with the original. The documents certifying the legal representative of the legal entity shareholder will be issued no later than 30 days before the reference date.*
- Phone number (optional)

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

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

The shareholder can log in and vote as many times as he/she wishes within the designated interval of postal and/or live voting, the last voting option (before the expiration of the voting session) being the registered one. In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Register of Shareholders of the Company at the Reference Date, the shareholder will be notified and will be directed to contact the Shareholder Relations Manager at investors@bento.ro or telephone number +40 31 860 21 01.

3. Voting by proxy with power of attorney, which is exercised after the proof of identity by the shareholder, based on the aforementioned documents, accompanied by the power of attorney.



The special power of attorney may be granted to any person for representation in a single assembly and contains specific voting instructions from the shareholder, with a clear indication of the voting option for each item listed on the agenda of the assembly.

Representation of shareholders in the EGM/OGMS can be done by proxy, only by filling in and signing the appropriate form of the special power of attorney.

Representation will be possible both through other shareholders and through third parties. Shareholders without legal capacity or with restricted legal capacity may grant special power of attorney to other persons, according to the law.

In case of voting by proxy with special power of attorney, the special power of attorney forms will be completed and signed by the shareholder in three original copies: one of the copies will be submitted/transmitted to the company, one copy will be handed to the representative and the third copy will remain with the represented shareholder.

The special powers of attorney will be submitted in copy, *including the mention of conformity with the original under the signature of the representative*, at the Company's headquarters from: Bd. Primăverii, no. 51, floors 4 + M, District 1, Bucharest, Romania, at least 48 hours before the first meeting of the assembly, so as to be received by the company at the latest on 19.04.2022 10:00 for the OGMS and 11:00 for the EGMS. Power of attorney can also be sent by e-mail to the address investors@bento.ro until the deadline mentioned above, by document signed with extended electronic signature, according to law no. 455/2001 on electronic signature and other applicable rules.

Powers of attorney not submitted within the deadline will not be taken into account.

This correspondence must contain the mention clearly and in capital letters "POWER OF ATTORNEY FOR THE GENERAL MEETING OF SHAREHOLDERS".

4. Postal vote. Shareholders registered in the Company's shareholders' register at the *Reference Date* have the opportunity to vote by mail, before the EGMS / OGMS, using the voting form



by mail (made available to them starting **March 22, 2022** on the Company's website: <https://www.bento.ro/>) or in the electronic voting platform at <https://bento.evote.ro/login>

The postal voting forms will be sent in original to the Company's headquarters: Bd. Primăverii, no. 51, et. 4 + M, Sector 1, Bucharest, Romania, so as to be received no later than April 19, 2022, at 10am (in the case of OGMS) and, respectively, April 19, 2022, at 11am (in the case of EGMS). Voting forms can also be sent by e-mail to investors@bento.ro, until the deadline mentioned above, by a document signed with an extended electronic signature according to the regulations in force.

The postal vote forms, submitted under the above conditions, will be accompanied by the documents proving the quality of shareholder, respectively:

- a) in the case of shareholders natural persons: copy of the identity document (identity card, passport or residence permit), in copy according to the original;
- b) in the case of shareholders legal persons: copy of the unique registration code according to the original, copy of the identity document of the legal representative (identity card, passport, or residence permit) according to the original. The quality of legal representative shall be proved by a certificate of confirmations issued by the trade register or any equivalent document issued by a competent authority of the state in which the legal person shareholder is legally registered, filed in original or in copy according to the original. The documents certifying the quality of legal representative of the shareholder legal entity will be issued no later than 30 days before the Reference Date. The documents presented in a language other than English will be accompanied by the translation made by an authorized translator with the signature notarized by the notary public in Romanian/English.

The postal vote can also be transmitted electronically through electronic means of voting according to art. 197 of regulation 5/2018 of the FSA on issuers of financial instruments and market operations. The identification and expression of the vote by electronic mail is done by accessing the link: <https://bento.evote.ro/login>, anytime from the beginning of the postal vote until the live session of the EGMS / OGMS, the last voting option being the registered one.



In the event that the shareholder who expressed his/her postal vote participates in the EGMS /OGMS personally or through the representative (subject to the fact that a special power of attorney has been transmitted in compliance with the conditions mentioned in this convening notice), the postal vote expressed for that EGMS/OGMS will remain valid only if the shareholder does not express another voting option in person or through a representative.

If the person representing the shareholder by physical presence at the EGMS / OGMS is other than the one who expressed the postal vote, then for the validity of his/her vote, the representative who physically participates in the meeting presents in the meeting, in original, a written revocation of the postal vote, signed of shareholder.

Other information regarding the General Meetings of Shareholders of 2B INTELLIGENT SOFT S.A. can be obtained at the Company's headquarters in Bd. Primăverii, no. 51, floors 4 + M, District 1, Bucharest, Romania, between 12: 00-16:00 and/or by e-mail to the address: investors@bento.ro

**President of the Board of Directors –
SCARLAT RADU**