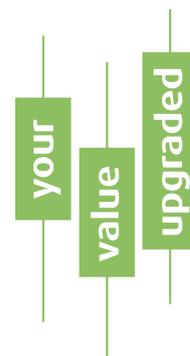


Current Report no. 07 / 2026

Current report according to	Law 24/2017, FSA Regulation 5/2018
Date of report	26.03.2026
Company name	BITTNET SYSTEMS S.A.
Social address	44, Sergent Ion Nuțu str , One Cotroceni Park, building A and B, 4 th floor, district 5, Bucharest
Headquarters	44, Sergent Ion Nuțu str , One Cotroceni Park, building A and B, 4 th floor, district 5, Bucharest
Phone/Fax	021.527.16.00 / 021.527.16.98
CUI	21181848
Trade Register No	J40/3752/2007
The market on which the shares are traded	Segment: Main Market; Category: Standard
Symbol	BNET - shares BNET26E, BNET27A, BNET28, BNET28A – bonds
Share capital	RON 63,417,671.40
The main characteristics of securities issued by the Company	634,176,714 shares at a face value of RON 0.10



CONVENING NOTICE
OF ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS
BITTNET SYSTEMS SA

In accordance with the provisions of Companies Law no. 31/1990, republished, as subsequently amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, and the Articles of Association of the Company,

The Board of Directors of **BITTNET SYSTEMS SA** - a Romanian legal entity, with registered office at Str. Sergent Ion Nuțu, no. 44, One Cotroceni Park, Building A and Building B, 4th floor, sector 5, Bucharest, registered with the Trade Register under no. J2007003752404, European Unique Identifier (EUID): R00NRC.J2007003752404 and having Unique Registration Code 21181848 (the "Company"),

CONVENES

ORDINARY GENERAL MEETING OF SHAREHOLDERS for April 29th, 2026 at 11:00 a.m. at Str. Sergent Ion Nuțu, no. 44, One Cotroceni Park, Corp A and Corp B, 4th floor, sector 5, Bucharest, in which shareholders registered at the end of April 17, 2026, considered the Reference Date, in the shareholders' register kept by DEPOZITARUL CENTRAL SA ("OGMA") are entitled to participate and vote. In case of failure to meet the quorum for validity at the first call, a second meeting of the OGMA will be held on April 30, 2026, at 11:00 a.m., at the same place and with the same agenda and having the same Reference Date; and

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS for April 29th, 2026 at 12:00 at Str. Sergent Ion Nuțu, no. 44, One Cotroceni Park, Corp A and Corp B, 4th floor, sector 5, Bucharest, in which shareholders registered at the end of April 17, 2026, considered the Reference Date, in the shareholders' register kept by DEPOZITARUL CENTRAL SA ("AGEA") are entitled to participate and vote. In case of failure to meet the quorum of validity at the first call, a second meeting of the AGEA will be held on April 30, 2026, at 12:00, at the same place and with the same agenda and having the same Reference Date

Agenda of the Ordinary General Meeting of Shareholders

1. Election of the Chairman of the meeting of Mr. Mihai-Alexandru-Constantin LOGOFĂȚU and the secretary of the meeting of Ms. lawyer Ioana PRECUP, who has the status of shareholder of the Company, according to the procedure for organizing and holding general meetings of the Company's shareholders.
2. Approval of the individual and consolidated annual financial statements for the financial year 2025, based on the Board of Directors' Report (in the form of a Universal Registration Document) and the Independent Auditor's Report.



3. Approval of the fixed remuneration of the members of the Board of Directors for the year 2026 in the amount of RON 200,000/year gross for each member of the Board of Directors and RON 240,000/year gross for the Chairman of the Board of Directors. The fixed remuneration will be due to the members of the Board of Directors pro-rata with the period of validity of the respective mandates.
4. Approval of the maximum limit of additional remuneration of the members of the Board of Directors entrusted with specific functions within the Board of Directors, as well as the fixed remuneration of the Company's directors for 2026 according to the supporting documents related to the OGMS, to which is added the variable remuneration conditional on performance according to the remuneration policy.
5. Approval of the profit distribution proposals, as presented to shareholders through the supporting documents related to the OGMS
6. Discharge of the Company's Board of Directors for the financial year 2025.
7. Approval of the Revenue and Expenditure Budget for the 2026 financial year.
8. Approval of the Remuneration Report for 2025, as presented to shareholders through the supporting documents related to the OGMS
9. Establishing the date of May 15, 2026 as the registration date for identifying the shareholders affected by the decisions adopted by the OGMS, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and the date of May 14, 2026 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lett. (l) of Regulation no. 5/2018. The payment date is not applicable.
10. Approval of the power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂȚU, as legal representative of the Chairman of the Board of Directors of the Company, to sign the shareholders' resolutions and any other documents related to them and to carry out all procedures and formalities provided by law for the purpose of implementing the shareholders' resolutions, including the formalities of their publication and registration in the Trade Register or with any other public institution.



Agenda of the Extraordinary General Meeting of Shareholders

1. Election of the Chairman of the meeting of Mr. Mihai-Alexandru-Constantin LOGOFĂTU and the secretary of the meeting of Ms. lawyer Ioana PRECUP, who has the status of shareholder of the Company, according to the procedure for organizing and holding general meetings of the Company's shareholders.
2. Approval of a share buyback program of the Company through one or more public offers, or transactions concluded directly on the main market on which the Company's shares are traded and in accordance with the applicable legal provisions, having as its object a maximum number of 300,000,000 (three hundred million) shares. The purpose of this market operation will be to reduce the share capital by canceling the respective shares. The minimum price of the shares repurchased will be equal to the nominal value, namely 0.1 RON/share, and the maximum price will be equal to 1 RON/share. A mandate is granted to the Board of Directors to carry out any and all operations necessary to carry out this decision, including but not limited to: establishing the redemption price, signing the documents and submitting them to the competent authorities and capital market institutions, choosing the intermediary through which the operation will be carried out, establishing the opportunity and timing of the redemption program, until December 31, 2027, depending on the context and Market conditions.
3. Approval of the implementation of a program for the issuance of non-convertible corporate bonds with the following characteristics:
 - a. Total nominal value: 5 million euro
 - b. Expiration: 30.06.2031
 - c. Annual interest: 10.6% payable semi-annually
 - d. Bond face value: 100 euro
 - e. Subscription thresholds: 94 and 106
 - f. Minimum success threshold: 500,000 euro
 - g. Subscriptions can be made in cash or, after reaching the success threshold, with existing bonds through conversion of bonds issued by Bittnet Systems SA under the symbols BNET27A and/or BNET28 and/or BNET28A (conversion offer)
 - h. Exchange rate: 51 BNET27A or BNET28 or BNET28A bonds for 10 BNET31 bonds.
 - i. Allocation method / Possibility of extension / over-allocation: if during the subscription period subscription orders exceeding the value of 5 million euros are registered, the value of the offer may be extended up to and including the threshold of 15 million euros, in order to reduce / eliminate over-subscription. The offer is considered closed at the end of the day on which the threshold of 15 million euros was reached.
 - j. Possibility of full early redemption: the issuer reserves the right to fully early redeem the issue, as follows:



- i. During July 2027 – June 2028: at a value of 101.5
 - ii. During July 2028 – June 2029: at a value of 101
 - iii. Starting July 2029: at a value of 100.
 - k. Possibility of partial early redemption: the issuer reserves the right to redeem early, through market operations, any number of bonds from this issue, under the following conditions:
 - i. At a price 1% higher than the average price of the last 10 trading sessions
 - ii. Based on a prior announcement published in the BVB system related to the issuer's shares and the bond issue, regarding the entry into trading in the following week.
 - l. Destination of funds:
 - i. Financing the group's current activity
 - ii. Early repayment of existing bond issues
 - iii. Early repayment of group loans
 - iv. Carrying out buyback programs of the Issuer's own shares
 - m. Guarantees: the issuer will be able to use the shares held in subsidiaries as collateral, provided that such collateral allows for the full sale of the respective shares, and the early repayment of the bond issue, in proportion to the payment installments resulting from the sale of the subsidiaries.
 - n. The bonds subject to this decision will be admitted to trading on the Regulated Market of the Bucharest Stock Exchange as soon as possible after the successful conclusion of the offer, in compliance with the legal requirements and regulations of the capital market institutions in force. Consequently, the registration of the bonds in the Central Depository system is approved.
- 4. Approval of the authorization of the Board of Directors, for a period ending on December 31, 2030, to execute all operations and/or procedures necessary to implement point 3 above and to complete the bond issue(s), in compliance with the terms and conditions approved by the EGMS and under the conditions of art. 86¹ of Law 24/2017 republished, as subsequently amended and supplemented, including, but not limited to:
 - i. establishing the final terms and conditions of the bond issue (including issue value, bond characteristics, maturity, interest, procedure initiation date, subscription period, subscription method, type of placement/sale price offer, including the price within the private placement, if applicable), in compliance with the limits expressly approved by the EGMS in point 3 above;
 - ii. establishing the structure of the bond issue, in one or more tranches depending on the financing needs of the Company's projects and market conditions;
 - iii. drafting any documents necessary for the admission of the bonds to trading on a regulated market or on any other trading venue operated by the Bucharest Stock Exchange SA, as well



as any other documents that may be concluded in relation to the respective issue and implementing the decision of the EGMS;

- iv. negotiating and contracting an intermediary company that will assist the Company in the bond issuance process as well as in the admission to trading process;
 - v. negotiating, approving and signing any documents necessary to be concluded/submitted in relation to the entities involved in the bond issuance and admission to trading procedure, including but not limited to the Financial Supervisory Authority, Depozitarul Central SA, Bursa de Valori București SA;
 - vi. carrying out all required legal formalities and signing all necessary documents, including the authorization of one or more persons, in order to carry out the bond issuance procedure.
 - vii. registration of bonds in the Depozitarul Central SA system, as well as the opening of bondholders' accounts in the Depozitarul Central accounting system.
5. Ratification of the transaction regarding the acquisition by Bittnet Systems SA, of all the shares of PNPL CLOUD INFRASTRUCTURE SRL, a company established and operating in accordance with the laws of Romania, with headquarters in Bucharest, Sector 5, Str. Sergent Ion Nuțu no. 44, One Cotroceni Park, building A and building B, 4th floor, registered with the Bucharest Trade Register with no. J2025083122009, unique registration code 52796118.
 6. Ratification of the transaction regarding the sale of the shares held in the company ITPrepared SRL, a company established and operating in accordance with the laws of Romania, with headquarters in Bucharest, Str Emanoil Porumbaru, no. 93-95, Sector 1, registered with the Bucharest Trade Register under no. J40/17150/2015, unique registration code 35456175. The sale of the shares held in the company ITPrepared SRL was part of the strategy to capitalize on the assets in the portfolio according to the EGMS Decision no. 8 of 21.10.2025.
 7. Reduction of the share capital by the amount of 536,900 lei by canceling a number of 5,369,000 ordinary, registered shares, resulting from the buyback program, purchased and settled during the period 07.08.2024 - 08.11.2025 (the last day on which buybacks were carried out by the issuer being 14.02.2025).

After the reduction of the share capital, the subscribed and paid-up share capital of BITTNET SYSTEMS SA will be worth RON 62,880,771.40, divided into 628,807,714 shares, having a nominal value of RON 0.1 / share.

Article 6.1 of the Company's Articles of incorporation is amended after the reduction of the share capital as follows:



"On the date of adoption of this Articles of incorporation, the Company has a subscribed and paid-up share capital of 62,880,771.40 lei, divided into 628,807,714 ordinary, registered, indivisible shares of equal value, issued in dematerialized form, each with a nominal value of 0.1 lei."

The reduction of the share capital takes place pursuant to art. 208 of Law no. 31/1990 and will be effective after all the conditions below are met: (i) this decision is published in the Official Gazette of Romania, Part IV for a period of at least two months; The Financial Supervisory Authority approves the amendment of Article 6.1 of the Articles of Incorporation, as approved by the shareholders in the general meeting, if so provided by the applicable legislation or regulations; (iii) the shareholders' decision approving this reduction of the share capital is registered with the Trade Register.

8. Reduction of the share capital by the amount of 2,000,000 lei by canceling a number of 20,000,000 ordinary registered shares, under the condition and subsequent transfer thereof from the assets of PNPL CLOUD INFRASTRUCTURE SRL (the subsidiary) to the assets of the Company, a transfer that will take place upon fulfillment of the first condition between (i) approval by the Financial Supervisory Authority of the request for direct transfer of shares from PNPL CLOUD INFRASTRUCTURE SRL to the Company, or (ii) as a result of the liquidation of PNPL CLOUD INFRASTRUCTURE SRL.

After this subsequent share capital reduction operation, the subscribed and paid-up share capital of BITTNET SYSTEMS SA will be worth RON 60,880,771.40, divided into 608,807,714 shares, with a nominal value of RON 0.1 / share.

Article 6.1 of the Company's *Articles of incorporation* is amended accordingly after this share capital reduction operation and will have the following content:

"On the date of adoption of this Articles of incorporation, the Company has a subscribed and paid-up share capital of 60,880,771.40 lei, divided into 608,807,714 ordinary, registered, indivisible shares of equal value, issued in dematerialized form, each with a nominal value of 0.1 lei."

The reduction of the subscribed share capital takes place pursuant to art. 208 of Law no. 31/1990 and will be effective after all the conditions below are met: (i) this decision is published in the Official Gazette of Romania, Part IV for a period of at least two months; The Financial Supervisory Authority approves the amendment of Article 6.1 of the Articles of Incorporation, as approved by the shareholders in the general meeting, if so provided by the applicable legislation or regulations; (iii) the shareholders' decision approving this reduction of the share capital is registered with the Trade Register.

9. Establishing the date of May 15, 2026 as the registration date for identifying the shareholders affected by the decisions adopted by the EGMS, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and the date of May 14, 2026 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lett. (I) of Regulation no. 5/2018. The payment date is not applicable.



10. Approval of the power of attorney, with the possibility of substitution, of Mr. Mihai Alexandru Constantin LOGOFĂȚU, as legal representative of the Chairman of the Board of Directors of the Company, to sign the shareholders' resolutions and any other documents related to them and to carry out all procedures and formalities provided by law for the purpose of implementing the shareholders' resolutions, including the formalities of their publication and registration in the Trade Register or with any other public institution.

GENERAL INFORMATION ABOUT OGMS & EGMS

Availability of information materials, agenda completion and questions regarding the topics on the agenda

Starting with 28.03.2026 and until the date set for the general meetings, they can be obtained by shareholders by sending a written request to the address investors@bittnet.ro or can be downloaded from the company's website <https://investors.bittnet.ro>, category <Bittnet Group>, section <General Meetings> the following documents: The Convener, the Board of Directors' Report in the form of a Universal Registration Document, the situation regarding the total number of shares issued and voting rights on the Reference Date, the draft resolutions proposed for approval by the general meeting, the general/special power of attorney forms usable for voting by representation, the voting forms to be used through the electronic vote transmission system through the voting platform made available by the company, the Procedure for participating in the AGM electronically and the documents to be presented at the general meeting.

The direct access address to the website regarding this general meeting is:

<https://investors.bittnet.ro/ro/intalniri-ale-actionarilor/>

Each shareholder has the right to ask questions regarding the items on the agenda, in compliance with the Procedure for organizing and conducting general meetings of shareholders of the Company (https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura_AGA_BNET-rerv200120.pdf), exclusively at the address investors@bittnet.ro, no later than April 27, 2026, 6:00 p.m.

Shareholders' proposals regarding the completion of the agenda and draft resolutions will comply with the provisions contained in the Procedure for organizing and conducting general meetings of shareholders of the Company:

https://investors.bittnet.ro/wp-content/uploads/2020/03/Procedura_AGA_BNET-rerv200120.pdf

To exercise the right to introduce items on the agenda/the right to present draft resolutions for the items included or proposed to be included on the agenda of the Meeting, the entitled shareholders will be able to submit the request addressed to the Company at the address investors@bittnet.ro, with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS", until April 14, 2026, 1:00 p.m. In the event that an agenda supplemented at the request of significant shareholders is published in accordance with the legal provisions and this Notice of Meeting, the revised / supplemented agenda will be published prior to the Reference Date mentioned in this Notice of Meeting.



In the event that a completed agenda is published at the request of significant shareholders in accordance with the legal provisions and this Convener, the deadline for submitting questions remains unchanged.

Participation in the GMS

According to the legal provisions in force, only persons who are registered as shareholders at the end of April 17th, 2026 (Reference Date) have the right to participate and vote in the Meeting.

The company makes available and recommends to shareholders the participation and voting by electronic means of remote communication at the convened general meetings.

In accordance with [The procedure for organizing and holding general meetings of the Company's shareholders](#) as approved by the EGMS resolution no. 3/26.11.2020, shareholders registered in the shareholders' register on the Reference Date may participate in the meetings convened by this convening notice, using the tele/video conference system made available by the company, and to cast their vote they will use the electronic vote transmission system through the voting platform made available by the company. The procedure for participation and electronic voting at the general meetings of shareholders according to this convening notice is described here:

<https://investors.bittnet.ro/intalniri-ale-actionarilor/aga-29-aprilie-2026/>

Special/general powers of attorney will be sent to the following address: investors@bittnet.ro, so that they are received by the Company no later than the date of **April 27, 2026, 6:00 p.m.** Proxies not submitted within the deadline or in a manner other than that described in this notice will not be taken into account.

Additional information can be obtained by sending a written request to the address investors@bittnet.ro or from the company website <https://investors.bittnet.ro>, category <Bittnet Group>, section <General Meetings>.

The company makes available and recommends to shareholders the participation and voting by electronic means of remote communication at the convened general meetings:

Electronic voting by using electronic voting means according to art.197 of Regulation 5/2018 of the ASF on issuers of financial instruments and market operations through the eVOTE platform (before or during the AGM) by accessing the dedicated link: <https://bittnet.evotero.ro/login>, from any device connected to the internet and through the eVotePRO platform (before the AGM) for professional investors as defined by Law no. 126/2018 on markets in financial instruments, in accordance with the provisions of art. 197 of Regulation no. 5/2018. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting is carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal requirements for identification it is specified in section b) below.

Electronic voting forms can be submitted at any time from the start of voting until the live session of the general meeting of shareholders or expressed/re-expressed directly in the live session of the meeting, the last voting option being the one recorded.



The platforms contain voting options for all items on the agenda. Electronic voting is exercised by checking a voting option "for" or "against" or by "abstaining", followed by pressing the "record vote" button. Votes marked in the platform without pressing the "record vote" button will not be taken into account. ActThe member can log in and vote whenever they want, within the designated interval for voting by mail and/or live, the last eightThe voting option is the one registered.

Shareholders should take into account that, before exercising their voting rights through the eVote platform/eVotePRO platform, they must complete the registration process and their voting account must be validated by the Company.

Shareholders who are natural persons must complete the registration process only once and update their information whenever necessary. Shareholders who are legal persons/entities without legal personality must complete it for each AGM meeting, except for professional shareholders voting through the eVotePRO platform whose identification documents have been previously validated, remain valid (within 12 months from the date of issue) and have not undergone changes and/or have not been replaced with new documents.

For identification and access to the eVote/eVotePRO voting platform, shareholders will provide the following information to the Company, through the eVote/eVotePRO platform:

a) Individuals:

- Last name First name
- Personal Numeric Code (CNP)
- Email address
- Copy of identity document (identity card, identity card, passport, residence permit) *
- Phone number (optional)

Or

- Access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central SA: <https://www.roclear.ro/Inrolare-Investitori>

b) For legal entity shareholders, including professional shareholders/entities without legal personality:

- Legal entity name
- Unique registration code (CUI)
- Last name First name of legal representative
- Legally represented Personal Numeric Code (CNP)
- Email address
- Legal representative identity document (identity card, identity card, passport, residence permit)*
- Certificate of verification reflecting the current situation issued by the Trade Register or any equivalent document issued by a competent authority in the state in which the shareholder, a legal entity, is legally registered, presented in original or in a copy conforming to the original, no older than 12 (twelve) months from the date of publication of the AGOA/EGMA convening notice in the Official Gazette of Romania and allowing their identification in the register of shareholders of the Company



kept by the Central Depository. * the capacity of legal representative will be taken from the register of shareholders as of the Reference Date, received from the Central Depository SA if the shareholder has informed the Central Depository SA about his representative in time.

- Phone number (optional)

Documents submitted in a language other than English will be accompanied by a translation made by an authorized translator into Romanian/English.

*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Uploadable files can have one of the following extensions: .jpg, .pdf, .png.

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in the event that the respective natural person is a shareholder at the relevant reference data. The identification made by the Company in the case of legal persons, special or general powers of attorney gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively the authorized person.

Chairman of the Board of Directors

Ivylon Management SRL

By representative Mihai-Alexandru-Constantin LOGOFĂTU

