**Informative notes regarding the points on the agenda of the Extraordinary General Shareholders Meeting, which will take place on March 7, 2022**

1. **Approving the increase in share capital**

Considering point 1 on the agenda of the Extraordinary General Shareholders Meeting of AROBS TRANSILVANIA SOFTWARE S.A., convened on March 7, 2022, respectively ‘Approving the increase in share capital with the amount of RON 45,569,749.40’, the Board of Directors of the Company AROBS TRANSILVANIA SOFTWARE S.A. proposes to the shareholders to:

* Approve the increase in share capital with the amount of RON 45,569,749.40 (representing share premiums) from the current value of RON 45,569,749.40 to RON 91,139,498.8, by issuing 455,697,494 new shares, having a nominal value of 0.1 RON/share (‘Increase in Share Capital’), which shall be granted free of charge to the Company’s shareholders who are registered in the Register of Shareholders kept by Depozitarul Central - S.A. on the registration date (each shareholder receiving free of charge one new issued share for each share they own on the registration date), through the incorporation of share premiums.

**In an ongoing concern to building a solid relationship and true partnership with its shareholders, as well as a desire to implement the best capital market practices, the Company shall reward its investors by granting them bonus shares. The Company is also seeking to increase the liquidity of shares on the Bucharest Stock Exchange, which aims at increasing the issuing profile on AeRO market.**

1. **Establishing the registration date, ex-date, and payment date**

According to Article 86 paragraph 1 of Romanian Law no. 24/2017 on issuers of financial instruments and market operations, the registration date means the calendar date serving to identify the shareholders who shall benefit from dividends or other rights and whom the decisions of the general shareholders meeting shall impact.

This date will be determined during the general shareholders meeting and will be set at least 10 business days after the date of the general shareholders meeting. In accordance with Article 2 paragraph (2) letter l) of the Financial Supervisory Authority (A.S.F.) Regulation no. 5/2018 on issuers of financial instruments and market operations, ex-date means the date prior to the registration date with a settlement cycle less one business day as of which the financial instruments subject to decisions made by the corporate bodies are traded without the rights derived from the respective decision.

In accordance with Article 2 paragraph (2) letter h) of the Financial Supervisory Authority Regulation no. 5/2019 on issuers of financial instruments and market operations, payment date means the expressly specified calendar date, i.e., dd/mm/yyyy, on which the results of a corporate event, relating to the holding of financial instruments, are owed, on which debit and/or credit entries of moneys and/or financial instruments should be made, respectively.

In accordance with article 178 paragraph (4) of Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, ‘in the case of corporate events of which results are financial instruments, the general shareholders meeting shall determine the payment date on the business day after the registration date, the latter being determined considering the legal terms necessary for the registration of the event with ORC and A.S.F.’

According to the above-mentioned legal requirements, as well as to Article 176 paragraph (1) of Regulation no. 5/2018, it is specified that upon approval of a corporate event, the issuer also sets out the details of the event, including, where applicable, the ex-date, the registration date and the payment date.

Considering point 2 on the agenda of the Extraordinary General Shareholders Meeting of AROBS TRANSILVANIA SOFTWARE S.A., convened on March 7, 2022, the Board of Directors of the Company AROBS TRANSILVANIA SOFTWARE S.A. proposes to the shareholders:

In order to approve point 1 on the agenda of the EGSM and subject to it, to determine the date of:

1. April 28, 2022, as registration date for the identification of shareholders whom the above decision no. 1 on the agenda of the EGMS will impact, in accordance with the provisions of Article 87(1) of Romanian Law no. 24/2017;
2. April 27,2022, as ex-date established in accordance with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;
3. April 29, 2022, as payment date established in accordance with the provisions of Article 178 paragraph (4) of Regulation no. 5/2018.
4. Authorising the Board of Director to adjust the details of the incentive plans for employees and management that are currently active and implemented by the Company, as well as to adjust the contractual arrangements existing with the beneficiaries of these plans.

Authorisation for the Board of Directors in order for the Company to continue the implementation of the share allotment programme (such as ‘stock option plan’) for employees. This programme reflects one of the strategical directions of the Company, defined as Employee Motivation and Loyalty Strategy, by adopting options in which employees express their shared interest in the proper functioning of the Company through the financial mechanism of ‘stock option plan’.

It is a common practice in the technological companies of Western Europe and America. The Company is in line with certain practices that are still new in Romania, voicing once again the AROBS slogan: European by Birth, International by Culture.

Considering point 3 on the agenda of the Extraordinary General Shareholders Meeting of AROBS TRANSILVANIA SOFTWARE S.A., convened on March 7, 2022, the Board of Directors of the Company AROBS TRANSILVANIA SOFTWARE S.A. proposes to the shareholders to:

* Authorize the Board of Directors to adjust the details of the incentive plans for employees and management that are currently active and implemented by the Company, as well as to adjust the contractual arrangements existing with the beneficiaries of these in order to take into consideration the effects of the increase in share capital proposed from the above point 1, as appropriate.

1. **Amending the Memorandum and Articles of Association**

Considering point 4 on the agenda of the Extraordinary General Shareholders Meeting of AROBS TRANSILVANIA SOFTWARE S.A., convened for March 7-8, 2022, the Board of Directors of the company AROBS TRANSILVANIA SOFTWARE S.A. proposes to the shareholders to approve the update of the Memorandum and Articles of Association with the amendments on the increase of the share capital from point 1 of the EGSM and the update of the registration details of the new Auditor and its legal representative, according to the OGSM Decision of March 7-8, 2022.

The Company’s Memorandum and Articles of Association will also be updated by removing point 10.3 from the previous Memorandum and Articles of Association, its elimination being requested by Bucharest Stock Exchange upon the approval of the Company Arobs Transilvania Software S.A. for trading on the Stock Exchange.

1. **Granting the Company’s Board of Directors with powers to carry out the Increase in Share Capital, as well as to draw up and sign all documents necessary for the increase in share capital, including the updated of the Company’s Memorandum and Articles of Association.**

In accordance with Article 131 paragraph (4) of Romanian Company Law no. 31/1990, in order to be opposable to third parties, the decisions of the general shareholders meeting shall be filed with the Trade Register Office. The filing shall be made within 15 days from the approval date of these decisions in order to be mentioned in the register of the Trade Register and published in the Official Journal of Romania, Part IV. Furthermore, the shareholders shall be informed on the decision of the Ordinary General Shareholders Meeting via the company website (arobs.com and arobsgrup.ro) and via the Bucharest Stock Exchange.

1. **Approving the Company’s directors to conclude acquisition, disposal, exchange and setting up documents under a guarantee of some company’s non-current assets, whose value during a financial year exceeds, individually or together, 20% of the total of non-current assets, during 2022.**

In accordance with the Memorandum listing, which can be accessed at <https://arobs.com/arobs-for-investors/>, ***the Company undertakes to implement strategic directions for business growth, by* concentric *diversification based on research and innovation, development of new areas of expertise and horizontal integration, in areas in which the Company is already present, by applying the following measures (inorganic development):*** Acquisition of existing players who operate in the same industry, allowing for synergies and easy integration, and with a solid EBITDA.

Regarding these strategic directions, the Board of Directors has to be quick in making decisions, considering the complex processes for the acquisition and/or extension on various markets or for the development of new expertise and solutions.

1. In order to approve point 6 on the agenda of EGSM, and subject to it, **the** **approval of granting powers to the members of the Board of Directors, with the option to further delegate, to perform all and any documents necessary for identifying the way to carry out the investment, including the initiation of negotiations with trading partners, signing of acts, agreements and other similar documents, representation of the company before any public competent body, institutions and/or authority, and similar.**
2. **Approving March 23, 2022, as registration date, and March 22, 2022, as ex-date, for identifying the shareholders whom the adopted EGSM decisions shall impact, with the exception of point 1 on the agenda of the EGSM**, the relevant dates of this point being determined under point 2 of the agenda of the EGSM.

The registration and ex-date are proposed in accordance with the provisions of Romanian Law no. 24/2017 on issuers of financial instruments and market operations and of Financial Supervisory Authority Regulation no. 5/2018 on the issuers of financial instruments and market operations.

1. **Granting the Chairman of the Board of Directors with powers to sign the EGSM decisions on behalf shareholders and to fulfil any acts or formalities required by law for the registration of the EGSM decisions.** The Chairman of the Board of Directors may delegate the above powers, fully or partially, to any competent person(s) in order to fulfil this mandate.

In accordance with Article 131 paragraph (4) of Romanian Company Law no. 31/1990, in order to be opposable to third parties, the decisions of the general shareholders meeting shall be filled with the Trade Register Office. The filing shall be made within 15 days from the approval date of these decisions in order to mentioned in the register of the Trade Register and published in the Official Journal of Romania, Part IV. Furthermore, the shareholders shall be informed on the decision of the Extraordinary General Shareholders Meeting via the company website (arobs.com and arobsgrup.ro) and via the Bucharest Stock Exchange.

Considering point 9 on the agenda of the EGSM of AROBS TRANSILVANIA SOFTWARE S.A., convened on March 7, 2022, respectively ‘Granting the Chairman of the Board of Directors with powers to sign the EGSM decisions on behalf of the shareholders and to fulfil any acts or formalities required by law for the registration of the EGSM decisions, including the amendment and signing of the Memorandum and Articles of Association’, the Board of Directors of the Company AROBS TRANSILVANIA SOFTWARE S.A. proposes to the shareholders the approval of:

* Granting the Chairman of the Board of Directors with powers to sign the EGSM decisions on behalf of shareholders and to fulfil any acts or formalities required by law for the registration of the EGSM decisions, including the amendment and signing of the Memorandum and Articles of Association.
* Granting the Chairman of the Board of Directors the possibility to delegate the above powers, fully or partially, to any competent person(s) in order to fulfil this mandate.

Chairman of the Board of Directors

Voicu Oprean