



AROBS TRANSILVANIA SOFTWARE S.A.

J12/1845/1998, Unique Registration No: 11291045

Registered office: Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj

**DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AROBS TRANSILVANIA
SOFTWARE S.A.**

No. 1/ 07.03.2022

The Ordinary General Meeting of Shareholders ("OGMS") of the company **AROBS TRANSILVANIA SOFTWARE SA**, registered office in Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj, order number in the Trade Register J12/1845/1998, unique registration number (CUI) 11291045 (the "Company"), gathered on 07/08-Mar-2022, 12 p.m., in Cluj-Napoca, at Street Constantin Brâncuși, no. 57-59, ground floor, Conference Room, and was chaired by Mr Oprean Voicu, Chair of Board of Directors, having chosen Mr Horia Gabriel Radulescu as Secretary and team Evote, consisting of Albu Alexandru Ionuț, Mihaila Iulian Valentin and Chisu Mihai, as technical Secretariat.

According to the shareholder attendance list, Annex 1 to Minute of Ordinary General Meeting of Shareholders of 07-Mar-2022, at the Ordinary General Meeting of Shareholders ("OGMS") were present shareholders representing 82.009755% (340,829,356 votes) out of the total number of shares with voting rights (415,596,115), thus fulfilling the requirement for the quorum necessary to adopt this Decision of Ordinary General Meeting of Shareholders.

The agenda for the first and second convocation of OGMS:

1. The choosing of the financial auditor BDO AUDITORS & ACCOUNTANTS SRL, a Romanian company, with registered office in Romania, Cluj-Napoca, str. Mihai Eminescu, nr. 3, et. 1, authorization no. 1003/26.11.2010, issued by Camera Auditorilor Financiari [*Financial Auditor Chamber*] of Romania, order no. in the Trade Register J12/2609/2002, unique registration number (CUI) 15106663, represented in the relationship with the Company by Mr Apostol Dan Gabriel, for a 3-year mandate, starting on 08-Mar-2022, and the empowering of the Board of Directors to sign the contract with the financial auditor. For this point, the vote will be cast by secret ballot.
2. To approve 23-Mar-2022 as registration date (ex date: 22-Mar-2022) of shareholders, whom the adopted OGSM decision shall impact, in accordance with Article 86 of Romanian Law no. 24/2017.
3. To empower the Chair of Board of Directors to sign on behalf of shareholders the OGMS decisions and to fulfill any acts or formalities required by law for the registration of the OGMS decisions, including the amendment and signing of the Memorandum and Articles of Association. The Chair of Board of Directors may delegate the above powers, fully or partially, to any competent person(s) in order to fulfill this mandate.

Having confirmed the above agenda, the present or represented shareholders adopted the following decisions:

Decision no. 1

Choosing the financial auditor BDO AUDITORS & ACCOUNTANTS SRL

In the presence of shareholders representing 82.009755% (340,829,356 votes) of the total voting rights, 99.493764% (339,103,956 votes) of the casted votes, meaning 81.594592% of the total voting rights, voted in favor (0.019391%, meaning 80,589 votes, have voted to abstain, no votes have been cast against, and 0.395772%, meaning 1,644,811 votes, have not cast the vote):

Thus, it is approved:

- 1.1 The choosing of the financial auditor BDO AUDITORS & ACCOUNTANTS SRL, a Romanian company, with registered office in Romania, Cluj-Napoca, str. Mihai Eminescu, nr. 3, et. 1, authorization no. 1003/26.11.2010, issued by Camera Auditorilor Financiari [*Financial Auditor Chamber*] of Romania, order no. in the Trade Register J12/2609/2002, unique registration number (CUI) 15106663, represented in the relationship with the Company by Mr Apostol Dan Gabriel, for a 3-year mandate, starting on 08-Mar-2022, and the empowering of the Board of Directors to sign the contract with the financial auditor. For this point, the vote will be cast by secret ballot.

Decision no. 2

Approving the registration date and "ex date" for the operation of EGMS

In the presence of shareholders representing 82.009755% (340,829,356 votes) of the total voting rights, 99.494608% (339,106,830 votes) of the casted votes, meaning 81.595284% of the total voting rights, voted in favor (0.018700%, meaning 77,715 votes, have voted to abstain, no votes have been cast against, and 0.395772%, meaning 1,644,811 votes, have not cast the vote):

Thus, it is approved:

- 2.1 The date 23-Mar-2022 as registration date (ex date: 22-Mar-2022) of shareholders, whom the adopted OGSM decision shall impact, in accordance with Article 86 of Romanian Law no. 24/2017.



Decision no. 3
Empowering the Chair of Board of Directors

In the presence of shareholders representing 82.009755% (340,829,356 votes) of the total voting rights, 99.499228% (339,122,577 votes) of the casted votes, meaning 81.599073% of the total voting rights, voted in favor (0.014911%, meaning 61,968 votes, have voted to abstain, no votes have been cast against, and 0.395772%, meaning 1,644,811 votes, have not cast the vote):

Thus, it is approved:

- 3.1 The empowering of the Chair of Board of Directors to sign on behalf of shareholders the OGMS decisions and to fulfill any acts or formalities required by law for the registration of the OGMS decisions, including the amendment and signing of the Memorandum and Articles of Association. The Chair of Board of Directors may delegate the above powers, fully or partially, to any competent person(s) in order to fulfill this mandate.

This decision was adopted in accordance with the legal provisions in force, as well as the provision of the Company's Memorandum and Articles of Association.

Drawn up and signed today, 07-Mar-2022, in 4 (four) original copies.

**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AROBS
TRANSILVANIA SOFTWARE S.A.**

No. 2/07.03.2022

The Extraordinary General Meeting of Shareholders ("EGMS") of the company **AROBS TRANSILVANIA SOFTWARE SA**, registered office in Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj, order number in the Trade Register J12/1845/1998, unique registration number (CUI) 11291045 (the "Company"), gathered on 07-Mar-2022, 12 p.m., in Cluj-Napoca, at Street Constantin Brâncuși, no. 57-59, ground floor, Conference Room, and was chaired by Mr Oprean Voicu, Chair of Board of Directors, having chosen Mr Horia Gabriel Radulescu as Secretary and team Evote, consisting of Albu Alexandru Ionuț, Mihaila Iulian Valentin and Chisu Mihai, as technical Secretariat.

According to the shareholder attendance list, Annex 1 to the Minute of Extraordinary General Meeting of Shareholders of 07-Mar-2022, at the Extraordinary General Meeting of Shareholders ("**EGMS**") were present shareholders representing 82.050894% (341,000,326 votes) out of the total number of shares

with voting rights (415,596,115), thus fulfilling the requirement for the quorum necessary to adopt this Decision of Extraordinary General Meeting of Shareholders.

The agenda for the first and second convocation of EGMS:

1. 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.
2. In order to approve point 1 on the agenda of the EGMS and subject to it, to determine the date of:
 - (i) 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;
 - (ii) April 27, 2022 as "ex date" established in accordance with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;
 - (iii) April 29, 2022 as payment date established in accordance with the provisions of Article 178 paragraph (4) of Regulation no. 5/2018.
3. 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.
4. To amend the Company's Memorandum and Articles of Association as such:

	Current version	Proposed amended version
4.1.	Article 6. Share capital 6.1. The share capital is in RON. The total share capital is RON 45,569,749.4, which is subscribed and fully paid. 6.2. The total share capital is split into 455,697,494 shares of nominative, ordinary and dematerialized types,	Article 6. Share capital 6.1. The share capital is in RON. The total share capital is RON 91,139,498.8, which is subscribed and fully paid. 6.2. The total share capital is split into 911,394,988 shares of nominative, ordinary and

	each share having a nominal value of RON 0.1.	dematerialized types, each share having a nominal value of RON 0.1.
4.2.	Article 10.3. By derogation from provisions of Article 216 of Romanian Law 31/1990, the Company's share capital may be increased without making in advance the shares available for subscription to the existing shareholders. This article represents the will of the Company to lift the priority of shareholders regarding the issued shares for the increase of share capital. For the sake of clarity, the Company's share capital may also be increased without giving the shareholders a priority over the newly issued shares, without being necessary a decision of the extraordinary general meeting of shareholders in this regard.	It is eliminated at the request of Bucharest Stock Exchange, upon the approval of the Company Arobs Transilvania Software S.A. for trading on the Stock Exchange.
4.3.	Article 21. Financial auditor 21.1. The Company's financial auditor is DELOITTE AUDIT S.R.L., a Romanian company, with registered office in Romania, Bucharest, Sector 1, Strada Nicolae Titulescu, nr. 4-8, etaj 2 - zona Deloitte and etaj 3, authorization no. 25/25-Jun-2001, issued by Camera Auditorilor Financiari [Financial Auditor Chamber] of Romania, order no. in the Trade Register J40/6775/1995, unique registration number (CUI) RO7756924, represented in the relationship with the Company by Ms Adriana-Simona Lobdă,	Article 21. Financial auditor 21.1. The Company's financial auditor is BDO AUDITORS & ACCOUNTANTS SRL, a Romanian company, with registered office in Romania, Cluj-Napoca, str. Mihai Eminescu, nr. 4, et. 1, authorization no. 1003/26.11.2010, issued by Camera Auditorilor Financiari [Financial Auditor Chamber] of Romania, order no. in the Trade Register J12/2609/2002, unique registration number (CUI) 15106663, represented in the relationship with the Company by Mr Apostol Dan Gabriel, Romanian citizen, born on (personal data), in (personal data), domiciling in (personal data), identified with identity card series (personal data), issued by

	Romanian citizen, born on (personal data), in (personal data), domiciling in (personal data), identified with (personal data), issued by Police Section 18 on (personal data), personal identification number (CNP) (personal data), appointed in this role until 30-Sep-2022	Romanian authorities of SPCLEP (personal data), personal identification number (CNP) (personal data), appointed in this role until 08-Mar-2025.
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5. To grant the Company's Board of Directors the powers to carry out the Increase in Share Capital, as well as to draw up and sign all documents necessary for the increasing of the share capital, including the updating of the Company's Memorandum and Articles of Association.
6. To approve the conclusion made by the Company's directors in relation to acquisition, disposal, exchange or 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.
7. In order to approve point 6 on the agenda of EGMS and subject to it, to approve the empowering of the members of the Board of Directors, with an 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.
8. To approve 23-Mar-2022 as registration date and 22-Mar-2022 as ex date for identifying the shareholders whom the adopted EGMS decisions shall impact, with the exception of point 1 on the agenda of the EGMS, the relevant dates of this point being determined under point 2 of the agenda of the EGMS.
9. To give powers to the Chair of Board of Directors to sign the EGMS decisions on behalf of shareholders and to fulfill any acts or formalities required by law for the registration of EGMS decisions. The Chair of Board of Directors may delegate the above powers, fully or partially, to any competent person(s) in order to fulfill this mandate.

Having confirmed the above agenda, the present or represented shareholders adopted the following decisions:

Decision no. 1

Approving the increase in share capital

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.589115% (339,614,890 votes) of the casted votes, meaning 81.717532% of the total voting rights, voted in favor (0.007894%, meaning 32,807 votes, have voted to abstain, 0.000602%, meaning 2,500 votes, have voted against, and 0.328655%, meaning 1,365,876 votes, have not cast the vote):

Thus, it is approved:

1.1. 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, each share having a nominal value of 0.1 RON ("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.

Decision no. 2

Approving the registration date, "ex date" and payment date for the operation under point 1 of EGMS

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.592867% (339,627,685 votes) of the casted votes, meaning 81.720611% of the total voting rights, voted in favor (0.007894%, meaning 32,807 votes, have voted to abstain, 0.000602%, meaning 2,500 votes, have voted against, and 0.325576%, meaning 1,353,081 votes, have not cast the vote):

Thus, it is approved:

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

- (i) 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;
- (ii) April 27, 2022 as "ex date" established in accordance with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018;
- (iii) April 29, 2022 as payment date established in accordance with the provisions of Article 178 paragraph (4) of Regulation no. 5/2018.

Decision no. 3

Authorizing the Board of Directors to adjust the incentive plans for employees and management

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.587906% (339,610,765 votes) of the casted votes, meaning 81.716540% of the total voting rights, voted in favor (0.009025%, meaning 37,507 votes, have voted to abstain, 0.000463%, meaning 1,925 votes, have voted against, and 0.328655%, meaning 1,365,876 votes, have not cast the vote):

Thus, it is approved:

3.1. The authorization for 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 in order to take into consideration the effects of the increase in share capital proposed under the above point 1, as appropriate.

Decision no. 4
Amending the Memorandum and Articles of Association

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.546494% (339,469,544 votes) of the casted votes, meaning 81.682560% of the total voting rights, voted in favor (0.007894%, meaning 32,807 votes, have voted to abstain, 0.000602%, meaning 2,500 votes, have voted against, and 0.363628%, meaning 1,511,222 votes, have not cast the vote):

Thus, it is approved:

4.1 The amendment of the Company's Memorandum and Articles of Association as such:

	Current version	Proposed amended version
4.1.	Article 6. Share capital 6.1. The share capital is in RON. The total share capital is RON 45,569,749.4, which is subscribed and fully paid. 6.3. The total share capital is split into 455,697,494 shares of nominative, ordinary and dematerialized types, each share having a nominal value of RON 0.1.	Article 6. Share capital 6.1. The share capital is in RON. The total share capital is RON 91,139,498.8, which is subscribed and fully paid. 6.4. The total share capital is split into 911,394,988 shares of nominative, ordinary and dematerialized types, each share having a nominal value of RON 0.1.

4.2.	<p>Article 10.3. By derogation from provisions of Article 216 of Romanian Law 31/1990, the Company's share capital may be increased without making in advance the shares available for subscription to the existing shareholders. This article represents the will of the Company to lift the priority of shareholders regarding the issued shares for the increase of share capital. For the sake of clarity, the Company's share capital may also be increased without giving the shareholders a priority over the newly issued shares, without being necessary a decision of the extraordinary general meeting of shareholders in this regard.</p>	<p>It is eliminated at the request of Bucharest Stock Exchange, upon the approval of the Company Arobs Transilvania Software S.A. for trading on the Stock Exchange.</p>
4.3.	<p>Article 21. Financial auditor</p> <p>21.1. The Company's financial auditor is DELOITTE AUDIT S.R.L., a Romanian company, with registered office in Romania, Bucharest, Sector 1, Strada Nicolae Titulescu, nr. 4-8, etaj 2 - zona Deloitte and etaj 3, authorization no. 25/25-Jun-2001, issued by Camera Auditorilor Financiari [Financial Auditor Chamber] of Romania, order no. in the Trade Register J40/6775/1995, unique registration number (CUI) RO7756924, represented in the relationship with the Company by Ms Adriana-Simona Lobdă, Romanian citizen, born on (personal data), in (personal data), domiciling in (personal data),</p>	<p>Article 21. Financial auditor</p> <p>21.1. The Company's financial auditor is BDO AUDITORS & ACCOUNTANTS SRL, a Romanian company, with registered office in Romania, Cluj-Napoca, str. Mihai Eminescu, nr. 3, et. 1, authorization no. 1003/26.11.2010, issued by Camera Auditorilor Financiari [Financial Auditor Chamber] of Romania, order no. in the Trade Register J12/2609/2002, unique registration number (CUI) 15106663, represented in the relationship with the Company by Mr Apostol Dan Gabriel, Romanian citizen, born on (personal data), in (personal data), domiciling in (personal data), identified with identity card series (personal data), issued by Romanian authorities of SPCLEP (personal data), personal identification number (CNP) (personal data), appointed</p>

	identified with (personal data), issued by Police Section 18 on (personal data), personal identification number (CNP) (personal data), appointed in this role until 30-Sep-2022	in this role until 08-Mar-2025.
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Decision no. 5
Empowering the Board of Directors

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.365434% (338,852,101 votes) of the casted votes, meaning 81.533991% of the total voting rights, voted in favor (0.007894%, meaning 32,807 votes, have voted to abstain, 0.000602%, meaning 2,500 votes, have voted against, and 0.512196%, meaning 2,128,665 votes, have not cast the vote):

Thus, it is approved:

5.1. The empowering of the Company's Board of Directors to carry out the Increase in Share Capital, as well as to draw up and sign all documents necessary for the increasing of the share capital, including the updating of the Company's Memorandum and Articles of Association.

Decision no. 6
Approving the conclusion made by the Company's Directors in relation to acquisition, disposal, exchange or setting up documents under a guarantee

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.533479% (339,425,160 votes) of the casted votes, meaning 81.671880% of the total voting rights, voted in favor (0.012375%, meaning 51,428 votes, have voted to abstain, 0.000012%, meaning 50 votes, have voted against, and 0.370416%, meaning 1,539,435 votes, have not cast the vote):

Thus, it is approved:

6.1. The conclusion made by the Company's Directors in relation to acquisition, disposal, exchange or 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.

Decision no. 7
Empowering the Board of Directors

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.533479% (339,425,160 votes) of the casted votes, meaning 81.671880% of the total voting rights, voted in favor (0.012375%, meaning 51,428 votes, have voted to abstain, 0.000012%, meaning 50 votes, have voted against, and 0.370416%, meaning 1,539,435 votes, have not cast the vote):

Thus, it is approved:

7.1. In order to approve point 6 on the agenda of EGMS and subject to it, the empowering of the members of the Board of Directors, with an 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.

Decision no. 8
Approving the registration date and “ex date” for the operation of EGMS, with the exception of point
1

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.542706% (339,456,626 votes) of the casted votes, meaning 81.679451% of the total voting rights, voted in favor (0.007894%, meaning 32,807 votes, have voted to abstain, no votes against, and 0.367337%, meaning 1,526,640 votes, have not cast the vote):

Thus, it is approved:

8.1. The dates of 23-Mar-2022 as registration date, and 22-Mar-2022 as ex date for identifying the shareholders whom the adopted EGMS decisions shall impact, with the exception of point 1 on the agenda of the EGMS, the relevant dates of this point being determined under point 2 of the agenda of the EGMS.

Decision no. 9
Empowering the Chair of Board of Directors

In the presence of shareholders representing 82.054683% (341,016,073 votes) of the total voting rights, 99.538954% (339,443,831 votes) of the casted votes, meaning 81.676373% of the total voting rights, voted in favor (0.007894%, meaning 32,807 votes, have voted to abstain, no votes against, and 0.370416%, meaning 1,539,435 votes, have not cast the vote):

Thus, it is approved:



9.1. The empowering of the Chair of Board of Directors to sign the EGMS decisions on behalf of shareholders and to fulfill any acts or formalities required by law for the registration of EGMS decisions. The Chair of Board of Directors may delegate the above powers, fully or partially, to any competent person(s) in order to fulfill this mandate.

This decision was adopted in accordance with the legal provisions in force, as well as the provision of the Company's Memorandum and Articles of Association.

Drawn up and signed today, 07-Mar-2022, in 4 (four) original copies.

Chairman of the Board of Directors / Chairman of Meeting Mr Oprean Voicu <hr style="width: 20%; margin-left: 0;"/>	Secretary of Meeting Mr Horia Gabriel Radulescu <hr style="width: 20%; margin-left: 0;"/>
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