

**AROBS TRANSILVANIA SOFTWARE S.A.**  
**11 Donath Street, Building M4, 2nd entrance, 3rd floor, apart. 28**  
**Cluj-Napoca, Cluj county, Romania**  
**J12/1845/1998, CUI: 11291045**

## **CONVENING NOTICE**

Board of Directors of AROBS TRANSILVANIA SOFTWARE S.A., a joint stock company, registered at the Trade Register Office of the Cluj Court under no. J12/1845/1998, CUI 11291045, European Unique Identifier (EUID): ROONRC. J12/1845/1998, headquartered in Cluj-Napoca, 11 Donath Street, Building M4, 2nd entrance, 3rd floor, apart. 28, Cluj county, with a subscribed and entirely paid share capital of 91.139.498,8 RON (hereinafter referred to as "the Company or AROBS"),

## **CONVENES**

the Company's Ordinary General Meeting of Shareholders (**OGMS**) to be held on 31.05.2022, at 12:00 pm, at the address Cluj Napoca, 57-59 Constantin Brâncusi Street, ground floor, Conference Room, at which only the persons registered as shareholders in the Company's shareholders' register (kept by the Central Depository S.A.) at the end of the day on 19.05.2022, established as the reference date ("Reference Date"), will be entitled to attend and vote. In the event that the quorum is not met on the first call, a second meeting of the OGMS shall be held on 02.06.2022, at 12:00 pm, at the same place and with the same agenda and having the same Reference Date; and

the Company's Extraordinary General Meeting of Shareholders (**EGMS**), to be held on 31.05.2022, at 13:00 p.m., at the address Cluj Napoca, 57-59 Constantin Brâncusi Street, ground floor, Conference Room, at which only the persons registered shareholders in the Company's shareholders' register (kept by the Central Depository S.A.) at the end of the day on 19.05.2022, established as the reference date ("Reference Date"), will be entitled to attend and vote. In the event that the quorum is not met at the first call, a second meeting of the EGMS shall be held on 02.06.2022, at 13:00, at the same place and with the same agenda and having the same Reference Date;

### **The agenda for the first and second convene of the OGMS:**

1. Approval of the annual financial statements prepared for the financial year ended at 31 December 2021, accompanied by the Report of the Board of Directors and the Report of the Financial Auditor BDO AUDITORS & ACCOUNTANTS SRL .
2. Approval of the Revenue and Expenditure Budget for the financial year 2022.
3. Approval of the distribution of the Company's net profit, in the amount of 43,199,268.45 lei, related for the financial year ended on 31 December 2021, determined in accordance with the applicable laws, as follows: the amount of 40,477,475.02 lei r undistributed net profit (retained earnings), the amount of

2,459,391.47 lei shall be allocated to the legal reserve and the amount of 262,401.96 lei shall be allocated to other reserves.

4. Approval of the discharge of the members of the Board of Directors for the activity carried out in the financial year 2021 ( SECRET VOTE).

5. Setting the date of 17.06.2022 as the registration date for the identification of shareholders over whom the effects of the resolutions adopted by the **OGMS** will be reflected, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 and the date of 16.06.2022 as "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (I) of Regulation 5/2018.

6. Approval of the empowerment of the Chairman of the Board of Directors, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the resolutions of the OGMS and to perform any act or formality required by law for the registration of the resolutions of the OGMS, including the amendment and signing of the articles of association. The Chairman of the Board of Directors may delegate all or any of the powers conferred above to any/all persons competent to carry out this mandate.

**The agenda for the first and second convening of the EGMS:**

1.Approval of the acquisition by the Company of the shares representing the entire share capital of Enea Services Romania S.R.L., as follows:

- 100 shares, representing the entire share capital of Enea Services Romania S.R.L., a limited liability company incorporated and existing under the laws of Romania, headquartered in 319 Splaiul Independenței, OB.403a, District 6, Bucharest, registered with the Commercial Registry under no. J40/9700/2000, sole registration code (CUI) 13473914 (**Enea Romania**), from Enea Software AB, a limited liability company, having its registered office at PO Box SE 164 21 Kista, Sweden, registered with the Commercial Registry under no. 556183-3012, under the terms and conditions of the shares purchase agreement relating to the shares issued by Enea Romania dated 7 April 2022 (the **Shares Purchase Agreement**), for a price determined as follows: EUR 17,900,000 minus net debt plus delta working capital, as defined in the Share Purchase Agreement (**Transaction**).

2. Empowerment of the chief executive officer of the Company, Mr. Voicu Oprean, to sign any acts necessary for the closing of the Transaction and to carry out any formalities required in this regard, as well as to draw up, sign any and all documents necessary for the implementation of this resolution.

3. Setting the date of 17.06.2022 as the registration date for the identification of the shareholders over whom the effects of the resolutions adopted by the **EGMS** will be reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and the date of 16.06.2022 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (I) of Regulation 5/2018.

4.Approval of the Empowerment of the Chairman of the Board of Directors and of the Secretary of the Meeting to sign together the **EGMS** resolution and to carry out individually and not together any act or

formality required by law for its registration at the Commercial Registry Office of the Cluj Court, as well as for the publication of the **EGMS** resolution according to the law.

### **Important information regarding the OGMS / EGMS**

- A. **Reference date** - The reference date approved by the Board of Directors that serves to identifying the shareholders who have the right to participate in the OGMS / EGMS, and to vote in the first and, respectively, second call, is 19.05.2022 ("Reference Date" ).
- B. **Completion of the agenda** and presentation of draft resolutions  
One or more shareholders representing, individually or jointly, at least 5% of the share capital is / are entitled to:
- to propose items on the OGMS / EGMS agenda, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the OGMS / EGMS. If the exercise of this right results in the modification of the already published OGMS / EGMS agenda, the Company shall makes available a revised agenda, using the same procedure as the one used for the previous agenda, before the Reference Date and at least 10 days before of the OGMS / EGMS date;
  - submit draft resolutions for the items included or proposed to be included on the OGMS / EGMS agenda.
- C. **Deadline:** Proposals for additions to the agenda and proposals for draft resolutions shall be submitted so as to be registered by the Company no later than 17.05.2022, 10.00 a.m., in writing only, and the proposals made shall be sent by courier to the Company's address in Cluj Napoca, 63 Minerilor Street, or by electronic means to the e-mail address [ir@arobs.com](mailto:ir@arobs.com), accompanied by the identification documents of the shareholder making such proposals, as set out in Section G below.
- D. **Addressing questions:** Each shareholder has the right to ask questions regarding the items on the OGMS / EGMS agenda prior to the meeting, and the Company has the obligation to answer shareholders' questions. For identification, shareholders who submit written questions prior to the OGMS / EGMS meeting, will submit the questions to the Company by the means provided in Section G below, accompanied by the shareholder's identification documents (defined in Section G below). The answers to these questions will be presented at the OGMS/EGMS. The Board of Directors may provide a general answer to questions with the same content. The Board of Directors will publish the answers to the shareholders' questions on the Company's website in the "GMS" section. **Deadline:** the deadline for registration of written questions with the Company is the working day prior to the OGMS / EGMS date (first or second call), respectively 30.05.2022 for the first call and 02.06.2022 for the second call.
- E. **Procedure for attending and voting based on power of attorney**  
General provisions  
Every shareholder registered as of the Reference Date is entitled to appoint any other natural or legal person as attorney to attend and vote on his/her behalf at the EGSM/OGSM, based on a special or general power of attorney.

A shareholder may appoint a single person to represent him/her at the EGSM/OGSM. However, if the shareholder holds Company's shares in several securities accounts, this restriction will not prevent him/her to appoint a separate attorney for the shares held in each securities account in relation to the EGSM/OGSM.

The attorney enjoys the same rights to speak and ask questions at the EGSM/OGSM that the shareholder whom he/she represents would enjoy. To be appointed attorney, the respective person must have legal competence .

If a shareholder is represented by a credit institution providing custody services, it will be able to vote at the EGSM/OGSM based on the voting instructions received by electronic communication means, without the shareholder having to give a special or general power of attorney in this respect. The custodian will vote at the EGSM/OGSM exclusively according to and within the limit of the instructions received from its clients having the quality of shareholders as of the Reference Date.

In case that, at the EGSM/OGSM, according to legal provisions, of items not included on the published agenda are discussed, the attorney may vote in relation to such topics according to the interest of the shareholder he/she represents. Failure to submit the general or special power of attorneys by the set data is sanctioned by losing the right to vote by attorney at the EGSM/OGSM.

**General power of attorney:** The shareholder may grant a general power of attorney valid for a period of maximum 3 years, unless the parties expressly set a longer period, provided that the power of attorney is granted by the shareholder, as client, to an intermediary defined according to art. 2 par. (1) point 20 of Law no. 24/2017 or to a lawyer. The general power of attorney must contain at least the following information:

1. shareholder's name;
2. attorney's name (person to whom power of attorney is granted);
3. power of attorney's date, as well as its validity period; powers of attorney having a subsequent date will revoke the powers of attorney having a prior date;
4. should state that the shareholder grants power of attorney to the attorney to attend and vote in his/her name, based on the general power of attorney, at the general shareholders meeting for the entire holding of the shareholder as of the Reference date, expressly specifying the Company or containing a generic wording regarding a certain category of issuers.

General powers of attorney failing to contain at least the information above will not be binding for the Company. The general power of attorney cannot be used if the attorney has a conflict of interest that may occur especially in the following cases:

- a) is a majority shareholder of the Company or another person controlled by the respective shareholder;
- b) is a member of an administrative, management or supervisory body within the Company, a majority shareholder or a controlled person, according to the provisions of letter a);
- c) is an employee or auditor of the Company or of a majority shareholder or a controlled entity, according to the provisions of letter a);

d) is the spouse, relative or up to fourth degree in-laws inclusively of one of the natural persons specified under letters a)-c).

By the power of attorney, a shareholder may appoint one or more substitute attorneys securing his/her representation at the EGSM/OGSM in case it is impossible for the empowered person to carry out his/her mandate. In case the power of attorney names several substitute attorneys, the order in which they will carry out the mandate will also be set.

The attorney may not be replaced by another person unless this right was expressly granted thereto by the shareholder in the power of attorney. If the attorney is a legal person, it may carry out the mandate received through any person who is part of its administration or management body or who is its employee. The powers of attorney, before their first use, are sent to the Company in copy, certified as true copy by the attorney, using the means specified at Section G below, so that the Company registers them at least 48 hours before the date of the first call of the EGSM/OGSM, together with an affidavit, in original, issued by the legal representative of the intermediary or by the lawyer being granted power of attorney by means of the general power of attorney signed and, as the case may be, stamped, stating that:

- the power of attorney is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be;
- the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, as the case may be.

The general power of attorney ends:

- by written revocation by the shareholder having granted it, sent to the Company the latest by the deadline for submitting powers of attorney valid for the EGSM/OGSM, in Romanian or English language; or
- if the shareholder granting the power of attorney loses its quality of shareholder as of the Reference Date; or
- if the attorney loses the quality of intermediary or lawyer.

**Deadline:** The general powers of attorney, before their first use, accompanied by the attorney's affidavit in original, will be sent to the Company so that the latter may register the same the latest on 29.05.2022, 14:00 p.m.

#### **Special power of attorney**

The special power of attorney may be granted to any person for the purpose of representation at the EGSM/OGSM based on the form made available by the Company and will contain specific voting instructions from the shareholder, clearly stating the voting option for every item included on the EGSM/OGSM agenda. The special power of attorney may be granted only by using the special power of attorney form made available to shareholders by the Company according to section H.

## **F. Procedure of voting by correspondence**

The Company's Shareholders registered as of the Reference Date in the Company's shareholder register kept by Depozitarul Central S.A. have the option to vote by correspondence by using the ballot form for the vote by correspondence made available to shareholders by the Company, in both Romanian and English language, made available to them starting with 30.04.2022, on the Company's website, in the electronic voting platform or the address of the company from Cluj Napoca, 63 Minerilor street. The vote by correspondence may be exercised by a conventional attorney of the shareholder only in case he/she received from the respective shareholder a special/general power of attorney to be submitted to the Company or if the attorney is a credit institution providing custody services, as detailed at Section E above. If the person representing the shareholder by attending the EGSM/OGSM in person is different than that who expressed the vote by correspondence, for the purpose of the validity of his/her vote, he/she will submit to the EGSM/OGSM meeting secretary a written cancellation of the vote by correspondence signed by the shareholder or by the attorney who voted by correspondence. This will not be necessary in case the shareholder or his/her legal representative is present in person at the EGSM/OGSM. In case of vote by correspondence, the voting ballots, filled in in Romanian or English and signed, together with a copy of the shareholder's identity document, will be sent to the Company by the means specified at Section G below. The voting ballots by correspondence failing to contain at least the information included in the form made available by the Company will not be binding for the Company. Failure to send the voting ballots by correspondence by the date set is sanctioned by losing the right to vote at the EGSM/OGSM. **Deadline:** The voting ballots by correspondence, together with the specified documents, will be sent to the Company so that the latter may register the same the latest on 29.05.2022, 14:00 p.m.

#### **G. Shareholders may choose to cast their vote by electronic means of voting.**

**Online voting** through the use of electronic means of voting according to art.197 of FSA Regulation 5/2018 on issuers of financial instruments and market operations by accessing the link <https://arobs.evot.ro> from any device connected to the Internet.

For identification and online access to the GMS, shareholders provide the following information:

a) Natural Persons:

- First and Second name;
- Personal Identification Number (PIN);
- E-mail address;
- Copy of identity document (identity card, passport, residence permit)\*
- Phone number (optional)

b) Legal persons:

- Name of the legal person;
- Sole identification code;
- First and second name of the legal representative;
- Personal Identification Number (PIN) of the legal representative;
- E-mail address;
- Legal representative identity card (identity card, passport, residence permit) \*

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- Copy of the certificate 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 a copy in accordance with the original. The documents certifying the quality of the legal representative of the legal entity shareholder will be issued no later than 30 days before the reference date.\*

- Phone number (optional)

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

\* the electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. The files to be uploaded can have one of the following extensions: .jpg, .pdf, .png. The shareholder can log in and vote whenever it wants in the interval designated for voting by mail and / or live, the last voting option being the registered one.

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

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 at the reference date, the shareholder will be notified and will be directed to contact the Shareholders' Relations Department at [ir@arobs.com](mailto:ir@arobs.com).

Voting forms by mail can be sent electronically by 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 casting of the vote by electronic mail is done by accessing the link: <https://arobs.evot.ro>.

Electronic voting forms may be submitted at any time from the beginning of the vote until the live session of the general meeting of shareholders, the last voting option submitted being the registered one.

In the event that the shareholder who voted by mail participates in the general meeting in person or by representative (provided that a special / general power of attorney was sent in accordance with the conditions mentioned in this call), the vote by mail cast for that GMS 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 personal participation in the general meeting is other than the one who expressed the vote by mail, then for the validity of his vote he presents to the meeting a written revocation of the vote by mail signed by the shareholder or the representative who expressed the vote by correspondence.

## **H. Ways of transmitting documents and other formalities**

All documents mentioned in this call as necessary in order to exercise the shareholder rights related to the OGMS / EGMS will be sent to the Company so as to be registered by the Company

within the deadlines provided by this call, as follows: - by submission to the Registry or mail with confirmation of receipt at: Romania, Cluj-Napoca, 63 Minerilor Street, Cluj County, with the statement clearly expressed on the envelope: "For the Ordinary / Extraordinary General Meeting AROBS Transilvania Software SA dated 31.05.2022/02.06.2022" or - to the e-mail address [ir@arobs.com](mailto:ir@arobs.com) with an extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, with the clear mention on the subject of the e-mail: "For the Ordinary / Extraordinary General Meeting of AROBS Transilvania Software S.A. from 31.05.2022/02.06.2022".

The identification documents mentioned in this call always refer to:

- (a) copy of the valid identity document of the natural person shareholder (identity card / passport), bearing the shareholder's signature, date and the statement "According to the original"; or
- (b) proof that the person signing the deed exercising the right or procedure provided for in this call is the legal representative of the shareholder (if the shareholder did not provide the central depository / participant with appropriate information on his legal representative) and, in any case, a copy of the identity card / passport of the legal representative bearing the shareholder's signature, the date and the statement "According to the original".

Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation by an authorized translator into Romanian or English. If the legal entity shareholder has not provided the Central Depository SA/ participant with appropriate information regarding his legal representative, proof of legal status of the shareholder shall be provided on the basis of relevant documents issued by the trade register or other similar authority of the state in which the shareholder is registered, within the validity period.

The quality of shareholder, as well as, in the case of legal entities shareholders or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the Reference Date, received by the Company from DEPOZITARUL CENTRAL - SA, on based on the following documents submitted to the Company by the shareholder, issued by DEPOZITARUL CENTRAL - SA or by participants providing custody services:

- a) the statement of account showing the quality of shareholder and the number of shares held;
- b) documents certifying the registration of the information regarding the legal representative at the CENTRAL DEPOSITOR - S.A./respective participants.

#### **I. Obligations of the representative. Submission of powers of attorney and copies of identity documents**

The representative shall be required to vote in accordance with the instructions given by the nominating shareholder. In the case of the special power of attorney, an original copy, completed in Romanian or English and signed by the shareholder, together with a copy of the identity document of the shareholder and the representative, will be sent to the Company according to Section G above. Special powers of attorney that do not contain at least the information contained in the form provided by the Company are not opposable to the Company.



Deadline: The special powers of attorney, accompanied by the mentioned documents will be sent to the Company so that they will be registered with the Company no later than 29.05.2022, 14:00 p.m ..

**J. Documents and information materials for the OGMS / EGMS**

Documents and information materials on the items on the OGMS / EGMS agenda, this call, draft decisions, total number of shares and voting rights at the date of the convocation, as well as special power of attorney forms and correspondence forms for the EGMS will be made available to shareholders, both in Romanian and in English, starting with 30.04.2022, at the office of the Romanian Company, Cluj-Napoca, 63. Minerilor street, Cluj county and will be made available on the Company's website ([www.arobsgrup.ro](http://www.arobsgrup.ro), "Investors" section <General Shareholders' Meetings>).

At the date of the call, the share capital of the Company consists of 911.394.988 registered shares, of which 80.202.758 shares are held by the Company and do not confer voting rights. Therefore, at the date of the convocation, the total number of voting rights attached to the shares issued by the Company is 831.192.230 voting rights. The draft decisions proposed by the shareholders will be added to the Company's website as soon as possible, after their receipt by the Company. Additional information can be obtained from the Investor Relations Department at the e-mail address: [ir@arobs.com](mailto:ir@arobs.com); and on the Company's website [www.arobsgrup.ro](http://www.arobsgrup.ro).

**Recommendation**

Arobs Transilvania Software S.A. recommends its shareholders that, as far as possible:

- to access the informative materials in electronic format,
- to vote by mail,
- use electronic means of communication.

Voicu OPREAN  
Președinte Consiliu Administrație