Correspondence Ballot

for shareholders legal entities

for the Extraordinary General Meeting of Shareholders (EGMS) of AROBS TRANSILVANIA SOFTWARE S.A.

dated May 31, 2022/June 2, 2022

The undersigned *\**, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* Please fill in the name of the shareholder legal entity

with registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Register / similar entity for non-resident legal entities under number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, tax reference number / equivalent registration number for non-resident legal entities \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ duly represented by *\** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* Please fill in the surname and first name of the legal representative of the shareholder legal person, as they appear in the documents proving the status of representative

holder of [ ] shares

as shareholder of **AROBS TRANSILVANIA SOFTWARE S.A.**, with registered office in Romania, Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj County, registered with the Trade Register Office attached to Cluj Court under no. J12/1845/1998, Tax Reference Number 11291045, Romania (the Company),

being aware of the agenda of the Company's Extraordinary General Meeting of Shareholders sitting of May 31, 2022, 1 p.m. (Romanian Time) – first convening and June 6, 2022, 1 p.m. (Romanian Time) – second convening, and of the documentation and briefing materials in connection with that agenda, in accordance with ASF Regulation no. 5/2018, I hereby cast my vote for the Company's Extraordinary General Meeting of Shareholders, as follows:

**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**).

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

**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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

**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. (l) of Regulation 5/2018.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

**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** resolutionaccording to the law.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

**5.** To approve the running of a share buy-back program in compliance with the applicable legal provisions and to mandate the Board of Directors and its members individually to take all necessary decisions to implement the resolution on the implementation of the share buy-back program, which will have the following main characteristics:

a) Program purpose: the Company shall buy-back shares to implement a system of remuneration and loyalty of employees and members of the Company's governing bodies, as well as to reward them for their work in the Company

b) Maximum number of shares that may be bought-back: maximum 10,936,740 shares (maximum 1.2% of the existing share capital on the date of approval of this item by the Extraordinary General Meeting of Shareholders)

c) Minimum price per share: 0.1 lei.

d) Maximum price per share: the higher of (i) 3 lei and (ii) the highest of the price of the last independent transaction and the highest price at the respective time of the independent takeover bid at the trading venue where the acquisition takes place, per the provisions of art. 3 para. (2) Delegated Regulation No 1052/2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards technical regulatory standards for conditions applicable to the buy-back program and stabilization measures;

e) Program Duration: maximum 18 months beginning whit the publication date of the decision in the Official Gazette of Romania, Part IV.

f) Buy -back transactions may only involve fully paid shares and will be carried out only from the distributable profit or from the available reserves of the Company, as recorded in the last approved annual financial statement, except for legal reserves,

g) The purchase of shares shall be affected through market transactions to acquire a maximum of 10,936,740 shares.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

The deadline for registration with the Company of correspondence ballot by mail is May 29, 2022 at 2.00 p.m.

*Note: Indicate the vote cast by ticking an "X" in one of the spaces for "FOR", "AGAINST" or "ABSTAIN". Where more than one space is ticked with an "X" or no space is ticked, that vote shall be deemed invalid/not cast.*

We enclose herewith the Confirmation of Company Details, in original / certified true copy, issued by the Trade Register or any other document, in original or certified true copy, issued by a competent authority in the State where the undersigned is legally incorporated, not older than 30 days prior to the reference date and allowing the identification of the undersigned in the shareholder ledger of AROBS TRANSILVANIA SOFTWARE S.A., on the reference date (***May 19, 2022***) issued by Depozitarul Central S.A. If Depozitarul Central S.A. has not been informed in due time about the name of the legal representative of the undersigned (so that the shareholder ledger on the reference date reflects this), the above-mentioned Confirmation of Company Details / similar documents will have to prove the legal representative of the undersigned.

Date of the correspondence ballot: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of shareholder legal entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Surname and first name legal representative: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* Please fill in the name of the shareholder legal entity and the surname and first name of the legal representative, in clear capital letters.

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*Please fill in the signature of the legal representative of the shareholder legal entity and affix the seal, if applicable.