



AROBS TRANSILVANIA SOFTWARE S.A.

J12/1845/1998, TAX REFERENCE NUMBER: 11291045

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

RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

AROBS TRANSILVANIA SOFTWARE S.A.

NO. 3 DATED MAY 31, 2022, 2022

The Ordinary General Meeting of Shareholders ("OGMS") of **AROBS TRANSILVANIA SOFTWARE S.A.**, joint-stock company, with headquarters in Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj, registered with the Trade Register Office attached to Cluj Court under no. J12/1845/1998, Tax Reference Number 11291045, with subscribed and paid-up share capital of RON 91,139,498.80, divided into 911,394,988 registered shares in dematerialized form with a face value of RON 0.1 each (hereinafter referred to as the "*Company*"),

convened in accordance with the legal provisions and the provisions of the Company's Articles of Incorporation, according to the notice for convening of the Ordinary General Meeting of Shareholders of the Company (**OGMS**) dated May 29, 2022;

legally convened on May 31, 2022, 12 p.m., at the address Cluj-Napoca, str. Constantin Brâncuși nr. 57-59, parter, Conference Room, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Mr/ Ms Ciegler Erika Susanne as secretary and Evote Team and Mr. Lucian Costea as technical secretary

According to the attendance list of shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated May 31, 2022 the sitting of the Ordinary General Meeting of Shareholders ("**OGMS**") was attended by shareholders representing 74,9984435% (683.531.982 votes) of the share capital (911.394.988) and 82,235127 % (683.531.982 votes) of the number of existing voting rights(831.192.230), and thus the quorum required to adopt this Resolution of the Ordinary General Meeting of Shareholders was met.

Agenda proposed for first and second convening of the Ordinary General Meeting of Shareholders:

1. Approval of the Annual Financial Statements prepared for the financial year ended December 31, 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 income and expenditure budget for the financial year 2022.

3. Approval of the allocation of the Company's net profit, in the amount of RON 43,199,268.45, for the financial year ended December 31, 2021, determined in accordance with the applicable laws, as follows: the amount of RON 40,477,475.02 undistributed net profit (retained earnings), the amount of RON 2,459,391.47 shall be allocated to the legal reserve and the amount of RON 262,401.96 shall be allocated to other reserves.

4. Approval of the discharge of the members of the Board of Directors for the financial year 2021 (SECRET BALLOT).

5. Setting June 17, 2022 as the registration date for the identification of shareholders on whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be felt, in accordance with the provisions of Article 87 (1) of Law 24/2017 and June 16, 2022 as "ex-date" calculated in accordance with the provisions of Article 2 paragraph (2) section (1) of Regulation no. 5/2018.

6. Approval of giving powers to the Chairman of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the Ordinary General Meeting of Shareholders and to perform any act or formality required by law for the registration of the resolutions of the Ordinary General Meeting of Shareholders, 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 person(s) competent to carry out this mandate.

The shareholders present or represented, confirming the aforementioned agenda, have adopted the following resolutions:

Resolution no. 1

Approval of the Annual Financial Statements prepared for the financial year ended December 31, 2021

In the presence of shareholders representing 75,018186% (683.531.982 shares) of the share capital and 82,235127 % (683.531.982 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,162593% (682.929.085 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,000111% (920 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions (7.760 votes) and votes not cast (594.217 votes)):

Approved

1. Approval of the Annual Financial Statements prepared for the financial year ended December 31, 2021, accompanied by the Report of the Board of Directors and the Report of the Financial Auditor BDO AUDITORS & ACCOUNTANTS SRL.

Resolution no. 2

Approval of the income and expenditure budget for the financial year 2022

In the presence of shareholders representing 75,018186% (683.531.982 shares) of the share capital and 82,235127 % (683.531.982 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,139202% (682.734.663 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,000334% (2780 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions- 230.000 votes and votes not cast -564.539 votes):

Approved

2. Approval of the income and expenditure budget for the financial year 2022.

Resolution no. 3

Approval of the allocation of the Company's net profit, for the financial year ended December 31, 2021

In the presence of shareholders representing 75,018185% (683.711.986 shares) of the share capital and 82,256783% (683.711.986 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,144847% (682.781.585 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,042864% (356.282 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 7.960 abstentions votes and votes not cast - 566.159 votes):

Approved

3. Approval of the allocation of the Company's net profit, in the amount of RON 43,199,268.45, for the financial year ended December 31, 2021, determined in accordance with the applicable laws, as follows: the amount of RON 40,477,475.02 undistributed net profit (retained earnings), the amount of RON 2,459,391.47 shall be allocated to the legal reserve and the amount of RON 262,401.96 shall be allocated to other reserves.

Resolution no. 4

Approval of the discharge of the members of the Board of Directors

In the presence of shareholders representing 75,018185% (683.711.986 shares) of the share capital and 75,018185% (683.711.986 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 3,147652% (26.163.037 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing



0,000108% (900 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 656.984.390 votes) and votes not cast 563.659 votes):

Approved

4. Approval of the discharge of the members of the Board of Directors for the financial year 2021 (SECRET BALLOT).

Resolution no. 5

Approval of the registration date and of the "ex-date"

In the presence of shareholders representing 75,018185% (683.711.986 shares) of the share capital and 82,256783% (683.711.986 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,185028% (683.115.567 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0% (0 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 32.760 votes) and votes not cast 563.659 votes):

Approved

5. Setting June 17, 2022 as the registration date for the identification of shareholders on whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be felt, in accordance with the provisions of Article 87 (1) of Law 24/2017 and June 16, 2022 as "ex-date" calculated in accordance with the provisions of Article 2 paragraph (2) section (1) of Regulation no. 5/2018.

Resolution no. 6

Approval of the empowerment of the Chairman of the Board of Directors

In the presence of shareholders representing 75,018185% (683.711.986 shares) of the share capital and 82,256783% (683.711.986 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,182146% (683.091.609 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,000108% (900 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 2.760 votes and votes not cast 616.717 votes):

Approved

6. Approval of giving powers to the Chairman of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the Ordinary General Meeting of Shareholders and to perform any act or formality required by law for the registration of the resolutions of the Ordinary General Meeting



of Shareholders, 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 person(s) competent to carry out this mandate.

This resolution has been adopted in accordance with the legal provisions in force and the provisions of the Company's Articles of Incorporation.

Drawn up and signed today, May 31, 2022, in 4 (four) original copies.

**Chairman of the Board of Directors / Chairman
of the Sitting**
Mr Oprean Voicu

Secretaries
Mr/ Ms Ciegler Erika Susanne



AROBS TRANSILVANIA SOFTWARE S.A.

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

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
AROBS TRANSILVANIA SOFTWARE S.A.
NO. 4 DATED MAY 31, 2022**

The Extraordinary General Meeting of Shareholders ("EGMS") of **AROBS TRANSILVANIA SOFTWARE S.A.**, joint-stock company, with headquarters in Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj, registered with the Trade Register Office attached to Cluj Court under no. J12/1845/1998, Tax Reference Number 11291045, with subscribed and paid-up share capital of RON 91,139,498.80, divided into 911,394,988 registered shares in dematerialised form with a face value of RON 0.1 each (hereinafter referred to as the "*Company*"),

convened in accordance with the legal provisions and the provisions of the Company's Articles of Incorporation, according to the notice for convening of the Extraordinary General Meeting of Shareholders of the Company (**EGMS**) dated May 29, 2022;

legally convened on May 31, 2022, 1 p.m., at the address Cluj-Napoca, str. Constantin Brâncuși nr. 57-59, parter, Conference Room, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Ms Ciegler Erika Susanne as secretary and Evote Team and Mr. Lucian Costea as technical secretary

According to the attendance list of shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated May 31, 2022, the sitting of the Extraordinary General Meeting of Shareholders ("**EGMS**") was attended by shareholders representing 75,052093% (684.021.061votes) of the share capital (911.394.988) and 82,293967%(684.021.061 votes) of the number of existing voting rights (831.192.230), and thus the quorum required to adopt this Resolution of the Extraordinary General Meeting of Shareholders was met.

Agenda proposed for first and second convening of the Extraordinary General Meeting of Shareholders:

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.

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 lowest 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 with 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.

The shareholders present or represented, confirming the aforementioned agenda, have adopted the following resolutions:

Resolution no. 1

Approval of the acquisition by the Company of the shares representing the entire share capital of Enea Services Romania S.R.L.

In the presence of shareholders representing 75,052098% (684.021.061 shares) of the share capital and 82,293967% (684.021.061 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,231857% (683.504.807 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,002406% (20.000 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,010137% abstentions ((84.260 votes) and 0,049566% votes not cast (411.994 votes)):

Approved

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**).

Resolution no. 2

Giving powers to the General Manager, necessary to complete the Transaction

In the presence of shareholders representing 75,052098% (684.021.061 shares) of the share capital and 82,293967% / 684.021.061 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,240531 % (683.576.907 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.002514% (20.900 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,001355% abstentions (11.260 votes) and 0,049566% votes not cast (411.994 votes)):

Approved

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.

Resolution no. 3

Approval the registration date and of the "ex date"

In the presence of shareholders representing 75,052098% (684.021.061 shares) of the share capital and 82,293967% / 684.021.061 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,241662% (683.586.307 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,002406% (20.000 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,000332% abstentions (2.760 votes) and 0,049566% votes not cast (411.994 votes)):

Approved

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.

Resolution no. 4

Approval of giving powers to the Chairman of the Board of Directors and the Sitting Secretary

In the presence of shareholders representing 75,052098% (684.021.061 shares) of the share capital and 82,293967% / 684.021.061 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,238474% (683.559.807 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,005594% (46.500 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,000332% abstentions (2.760 votes) and 0,049566% votes not cast (411.994 votes)):

Approved

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.

Resolution no. 5
Approval of the running of a share buy-back program

In the presence of shareholders representing 75,052098% (684.021.061 shares) of the share capital and 82,293967% / 684.021.061 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 82,237731% (683.553.629 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,005443% (45.238 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,001227% abstentions (10.200 votes) and 0,049566% votes not cast (411.994 votes)):

Approved

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 lowest 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 with 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.



This resolution has been adopted in accordance with the legal provisions in force and the provisions of the Company's Articles of Incorporation.

Drawn up and signed today, May 31, 2022 , in 4 (four) original copies.

**Chairman of the Board of Directors / Chairman
of the Sitting**
Mr Oprean Voicu

Secretaries
Ms Ciegler Erika Susanne
