Special Power of Attorney

for shareholders legal entities

for the Extraordinary General Meetings of Shareholders of AROBS TRANSILVANIA SOFTWARE S.A.

dated August 1, 2022/August 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 no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, tax reference number / registration number equivalent 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

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),

we hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

\* Please fill in the surname and first name of the authorized private individual to whom this Power of Attorney is granted

identified with Identity Document / Identity card / Passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, delivered by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

OR

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\* 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 no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, tax reference number / registration number \_\_\_\_\_\_\_\_\_\_\_, equivalent 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.

as my representative in the Extraordinary General Meeting of Shareholders of the Company to be held on August 1, 2022, 13:00 (Romanian Time) – first convening and August 2, 2022, 13:00(Romanian Time) – second convening, to exercise the voting right related to my interests registrated in the shareholder ledger on the reference date, as follows:

**1**.Approval of the delegation of the following duties from the General Meeting of shareholders to the Board of Directors, in accordance with the provisions of art.114 of law 31/1990 republished:

* decisions on moving the company's headquarters;
* decisions establishing or abolishing new subsidiaries, branches, representative offices, agencies, etc. of the company;
* decisions concerning the adoption of decisions relating to investments made in other companies and the distribution of profits and losses deriving from those investments;

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**2.**Subject to the approval of Item 1 of the EGM agenda, the approval of the amendment of art.12.5 of the Articles of incorporation of the company as follows:

Art. 12.5 The General Meeting (ordinary or extraordinary, depending on the powers provided by law) shall decide on all matters which, according to the law, must be decided by the General Meeting of shareholders, including, but not limited to, the following matters:

1. approve and modify the balance sheet after analyzing the report of the Board of Directors;
2. approves and adopts the financial statements, including the balance sheet and the balance of profit and loss;
3. distributes the company's profit and loss and sets dividends;
4. appoints and dismisses the members of the Management Board and discharges them;
5. decides to sue the members of the Board of Directors for damages to the company and appoints the person authorized to take the action to court;
6. analyzes the activity of the members of the Board of Directors of the company annually or whenever it is needed and decides on how to fulfill their obligations;
7. establishes the revenue and expenditure budget and the work programme for the next financial year;
8. decides on changing the legal form of the company;
9. decide on the modification of the object of activity;
10. decide to increase the share capital;
11. decide to reduce or replenish the share capital;
12. decide to merge with other companies or to split the company;
13. decide on any other amendments or additions to the Articles of Incorporation or on any other decision requiring its approval, in accordance with that Articles of Incorporation and the Companies Act;
14. decides the conclusion of the legal documents by means of which the company will buy, sell, rent, exchange, cede, mortgage, pledge or otherwise dispose of the assets of the company, the value of which exceeds half of the book value of the assets of the company at the date of conclusion of such a document.

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**3.**Subject to the approval of Item 1 of the EGM agenda, the approval of the amendment/completion of art.15.5 of the Articles of incorporation of the company as follows:

Art.15.5 the Board of Directors shall have the following basic powers, which may not be delegated to directors:

1. establishment of the main directions of activity and development of society;
2. establishing accounting policies and financial control system, as well as approving financial planning;
3. appointment and the dismissal of directors and the determination of their remuneration;
4. supervising the work of directors;
5. preparation of the annual report, Organization of the general meeting of shareholders and implementation of its decisions;
6. introduction of the application for the opening of the company's insolvency procedure, according to law no. 85/2006 insolvency proceedings;
7. the duties received by the Board of directors from the General Meeting of shareholders, in accordance with art. 114 of the Companies Act.
8. decide on moving the company's headquarters;
9. decides to establish or abolish new subsidiaries, branches, representative offices, agencies, etc. of the company;
10. decide on the adoption of decisions relating to investments in other companies and the distribution of profits and losses deriving from those investments;

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**4.**Approval of the completion of the Constitutive Act with the following chapter:

Art.15.6 the board of Directors also holds the following duties:

* expansion of the object of activity of the company, except for the main one;
* establishes the duties of Directors, their remuneration, decides the dismissal of directors;
* establishes the way of organizing the activity of the directors and supervises the work carried out by the directors of the company;
* prepare the annual report, convene and organize the general meetings of the society;
* implement the decisions of the general meetings of shareholders;
* appoint interim directors in case of vacancy, resignation, incompatibility, Prohibition, of one or two directors, until the meeting of the Ordinary General Meeting of shareholders;appoint interim directors in case of vacancy, resignation, incompatibility, prohibition;
* periodically verifies the fulfillment of the requirements of experience and integrity by persons holding management and control positions within the company;
* approves the company's participation in the share capital of other companies and proposes the company's representatives to the boards of directors / representation in which the company is a shareholder or associate;
* proposes for approval to the Extraordinary General Meeting of shareholders the reduction of the share capital, the merger with other companies, any modification of the articles of incorporation or any decision for which the approval of the Extraordinary General Meeting of shareholders is required;
* approves the establishment or abolition of working points, in the country or abroad according to the legal norms in force;
* approve the establishment, suspension, liquidation of commercial companies in the country and / or abroad according to the legal norms in force;
* proposes to approve the general meeting of shareholders the ways of employees ' participation in the company's profit;
* approves the acquisition, alienation, construction of own real estate in the interest of carrying out the activity of the company;
* approves any participation of the nature of financial assets in the formation or development of closed type companies;
* approves the contracting of loans of any type, European funds or any other financial facilities, on behalf of the company, in compliance with the legal provisions;
* approves significant transactions with related parties (i.e. any transfer of resources, services or obligations whether or not it involves the payment of a price, the individual or cumulative value of which represents more than 5% of the company's net assets, according to the latest individual financial reports published by the company);
* Establishes, the main terms and conditions of the legal acts concluded by the general director, on behalf and on behalf of the company, having as object the opening / closing of current accounts with bank or non-bank financial institutions, credit / loan agreements / accessing or closing of any other banking and/or financing product of the company from banking institutions, credit institutions and/or other banking or non-bank financial institutions whose value is allowed by law or articles of incorporation, including the guarantee of financial obligations resulting from the contracting of loans, through movable mortgages on all company accounts, as they will be requested/agreed by financiers, in order to grant loans. The power of attorney thus granted is also valid for the conclusion of any additional acts amending and / or supplementing existing credits or to be contracted;
* decide on the lease or sublease of own immovable property;
* establish relevant criteria for monitoring the results of the work of the executive/ senior management and the company as a whole and annually assess the way the criteria are applied;
* ensures compliance with the requirements (including legal ones) regarding the outsourcing / delegation of operational activities or functions, both before it is carried out and during the entire outsourcing / delegation and only if it will not have the consequence of unjustified increase of operational risk;
* establishing marketing, research and Development, Quality Assurance, environmental protection policies, strategies and plans;
* approval of the conclusion of legal acts that commit the company's patrimony, in compliance with the legal provisions regarding the request for approval of the General Meeting of shareholders, where such approval is necessary;
* adopt other decisions on issues, proposals or assignments given in its competence by the General Meeting of shareholders, the Company Law, the regulations of the Financial Supervisory Authority, the organization and functioning regulation of the company or by other internal procedures and rules;
* it is responsible for submitting to the Trade Register Office within 15 days from the date of the general meeting of shareholders of the annual financial statements, the annual report, the report of the financial auditor;
* register with the Trade Registry Office the names of the persons empowered to represent the company, indicating whether they act together or separately.

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**5.**Approval of the distribution through the stock option plan program of the repurchased and undistributed shares until the date of this Extraordinary General Meeting, according to the decision of the General Meeting no. 6 of 24.09.2021 and General Assembly decision no. 4 of 07.03.2022, in the maximum number of 6,379,765 shares, which will be offered for the remuneration and loyalty of employees and members of the management bodies of the company, as well as persons occupying such positions within affiliated companies, as follows:

- up to a maximum of 0.6% of the share capital at the moment of this decision, for the employees and members of the management bodies of Enea Services Romania S. R. L. and

- up to a maximum of 0.1% of the share capital at the moment of this decision,for the employees and members of the management bodies of Berg Computers SRL.

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**6.**Approval of the distribution through the stock option plan program of the repurchased and undistributed shares until the date of this Extraordinary General Meeting, according to the decision of the General Meeting no. 6 of 24.09.2021 and General Assembly decision no. 4 of 07.03.2022, in the maximum number of 9.843.065 shares, which will be offered for the remuneration and loyalty of employees and members of the management bodies of the company, as well as persons occupying such positions within affiliated companies, as follows:

- up to a maximum of 0.13% of the share capital at the moment of this decision, for the employees and members of the management bodies of UCMS Group România S.R.L. and

- up to a maximum of 0.05% of the share capital at the moment of this decision,for the employees and members of the management bodies of SAS Fleet Tracking SRL.

 - up to a maximum of 0.9% of the share capital at the moment of this Decision, for the employees and members of the management bodies of the companies to be acquired by Arobs Transilvania Software SA until 28.04.2023.

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**7.**The Board of Directors will be empowered to adopt all and any of the necessary measures and to fulfill all the formalities required for the approval and implementation of the "stock option plan" established by the decision of The Extraordinary General Meeting of shareholders no. 4 of 23.08.2021, such as, but not limited to: (I) determining the criteria based on which the shares of the directors and staff of the company / affiliated companies will be granted, (ii) determining the positions in the organization chart for which the "stock option plan" program will be applicable; (iii) the conditions for acquiring shares; (iv) drawing up and publishing information documents under the law; (v) the actual transfer of shares from the company, in favor of employees and members of the management bodies of the company / affiliated companies etc.

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**8.**Establishing the date of 17.08.2022 as a registration date for identifying the shareholders on whom the effects of the decisions adopted by the EGMS are reflected, in accordance with the provisions of art. 87 (1) of law no. 24/2017 and the date of 16.08.2022 as” ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (l) of regulation no. 5/2018.

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**9.**Approval of the power of attorney of the president of the Board of Directors and of the meeting Secretary to sign together the EGM decision and to perform individually and not together any act or formality required by law for its registration with the Trade Register Office attached to the Cluj Tribunal, as well as for the publication of the EGM decision according to the law.

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*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.*

This Special Power of Attorney:

1. is valid only for the Extraordinary General Meeting of Shareholders for which it has been requested, and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder, under the penalty of the vote being cancelled by the secretaries of the Extraordinary General Meeting of Shareholders;
2. the deadline for recording special powers of attorney with the Company is July 30, 2022, 14:00 (Romanian Time);
3. shall be drawn up in 3 original copies, of which: one copy shall remain with the principal, one copy shall be handed over to the agent and one copy shall be served to the Company;
4. shall be signed and dated by the principal shareholder; in the case of collective shareholders, it shall be signed by all collective shareholders;
5. shall be filled in by the principal shareholder in all the fields marked;
6. contains information in accordance with the Company's Articles of Incorporation, Law 31/1990, Law 24/2017.

Enclosed to this Special Power of Attorney:

- the Confirmation of Company Details, in original or 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. 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 must prove the legal representative of the undersigned.

- copy of the identity document of the agent private individual (Identity Document or Identity Card for Romanian citizens, or passport for foreign citizens).

OR

- in the case of the agent legal entity, we also enclose its Confirmation of Company Details, in original or 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 of origin, indicating, inter alia, the identity of its legal representative, not older than 30 days prior to the reference date.

- proof that the agent is either an intermediary (according to the provisions of Article 2 paragraph (1) section (20) of Law 24/2017) or a lawyer, and the shareholder is the client of the agent.

The Special Power of Attorney was granted on: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*If the shareholder successively sends more than one General Power of Attorney, the General Power of Attorney having a later date revokes the previous General Power(s) of Attorney

Name of **SHAREHOLDER** legal entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Surname and first name **SHAREHOLDER'S** 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

**SHAREHOLDER 'S** signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

**Surname and first name of AGENT**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*In the case of the agent legal entity, fill in the corporate name and the surname of the representative of the legal entity

**AGENT'S signature**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_