

**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. 5 DATED AUGUST 1, 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 June 30, 2022;

legally convened on August 1, 2022, 12:00 p.m., at the address Cluj-Napoca, str. Constantin Brâncuși nr. 55-57-59, parter, Conference Room, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Ms. Andreea Marcu as secretary and Evote Team as technical secretary

According to the attendance list of shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated August 1, 2022 / August 2, 2022, the sitting of the Extraordinary General Meeting of Shareholders ("**EGMS**") was attended by shareholders representing 75,337581% of the share capital and 82,606998 % of the number of existing voting rights, 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 Ordinary General Meeting of Shareholders:**

1. Approval of the annual financial statements of the Consolidated Company at the level of the company group of companies on the date and for the financial year ended December 31, 2021, prepared in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Directors' Report for the year 2021 and the report of the independent auditor BDO AUDITORS & ACCOUNTANTS SRL on the Consolidated Annual Financial Statements of the company on the date and for the financial year ended December 31, 2021, as they were made available to shareholders and presented to shareholders at the OGMS meeting.

2. Approval of the discharge of the members of the management board for the financial year 2021 ( SECRET VOTE).

3. Setting the date of 17.08.2022 as the registration date for identifying the shareholders over whom the effects of the decisions adopted by the OGMS 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-data " calculated in accordance with the provisions of art. 2 para. (2) lit. (l) of regulation no. 5/2018.

4. Approval of the power of attorney of the chairman of the Board of Directors, with the possibility of subdelegation, that on behalf and on behalf of the company, with full power and authority, to sign any documents, including OGM decisions and to fulfill any act or formality required by law for the registration of OGM decisions. The chairman of the management board may delegate all or part of the powers conferred above to any person 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 of the Consolidated Company at the level of the company group of companies on the date and for the financial year ended December 31, 2021**

**In the presence of shareholders representing 75,337581 % (686.622.946 shares) of the share capital and 82,606998% ( 686.622.946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 100% (685.708.208 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% (0 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 47.606 abstentions votes and 867.132 votes not cast):**

**Approved**

1. Approval of the annual financial statements of the Consolidated Company at the level of the company group of companies on the date and for the financial year ended December 31, 2021, prepared in accordance with the Order of the Minister of Public Finance no. 1802/2014, based on the Directors ' Report for the year 2021 and the report of the independent auditor BDO AUDITORS & ACCOUNTANTS SRL on the Consolidated Annual Financial Statements of the company on the date and for the financial year ended December 31, 2021, as they were made available to shareholders and presented to shareholders at the OGMS meeting.

**Resolution no. 2**

**Approval of the discharge of the members of the Management Board**

**In the presence of shareholders representing 75,337581 % (686.622.946 shares) of the share capital and 82,606998% ( 686.622.946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 100% (28.307.830 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% (0 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 657.463.184 abstentions votes and 851.932 votes not cast):

**Approved**

2. Approval of the discharge of the members of the management board for the financial year 2021 ( SECRET VOTE).

### **Resolution no. 3**

**Setting the date of 17.08.2022 as the registration date and 16.08.2022 as the "ex-date".**

In the presence of shareholders representing 75,337581 % (686.622.946 shares) of the share capital and 82,606998% ( 686.622.946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,899943% (684.997.066 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,100057% (686.074 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 87.874 abstentions votes and 851.932 votes not cast):

**Approved**

3. Setting the date of 17.08.2022 as the registration date for identifying the shareholders over whom the effects of the decisions adopted by the OGMS 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-data " calculated in accordance with the provisions of art. 2 para. (2) lit. (I) of regulation no. 5/2018.

### **Resolution no. 4**

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

In the presence of shareholders representing 75,337581 % (686.622.946 shares) of the share capital and 82,606998% ( 686.622.946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,999869% (684.752.620 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,000131% (900 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 799.294 abstentions votes and 1.070.132 votes not cast):

**Approved**

4. Approval of the power of attorney of the chairman of the Board of Directors, with the possibility of subdelegation, that on behalf and on behalf of the company, with full power and authority, to sign any documents, including OGM decisions and to fulfill any act or formality required by law for the registration of OGM decisions. The chairman of the management board may delegate all or part of the powers conferred above to any person 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, August 1, 2022 in 4 (four) original copies.

**Chairman of the Board of Directors / Chairman of  
the Sitting**

Mr Oprean Voicu

**Secretary**

Ms Andreea Marcu

**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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
AROBS TRANSILVANIA SOFTWARE S.A.  
NO. 6 DATED AUGUST 1, 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 June 30, 2022

legally convened on August 1, 2022, 13:00, at the address Cluj-Napoca, str. Constantin Brâncuși nr. 55-57-59, parter, Conference Room, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Ms Andreea Marcu as secretary and Evote Team as technical secretary

According to the attendance list of shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated August 1, 2022 / August 2, 2022, the sitting of the Extraordinary General Meeting of Shareholders ("**EGMS**") was attended by shareholders representing 75,214201% of the share capital and 82,471712 % of the number of existing voting rights, 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 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;

**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:

- a) approve and modify the balance sheet after analyzing the report of the Board of Directors;
- b) approves and adopts the financial statements, including the balance sheet and the balance of profit and loss;
- c) distributes the company's profit and loss and sets dividends;
- d) appoints and dismisses the members of the Management Board and discharges them;
- e) 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;
- f) 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;
- g) establishes the revenue and expenditure budget and the work programme for the next financial year;
- h) decides on changing the legal form of the company;
- i) decide on the modification of the object of activity;
- j) decide to increase the share capital;
- k) decide to reduce or replenish the share capital;
- l) decide to merge with other companies or to split the company;
- m) 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;
- n) 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.

**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:

- (i) establishment of the main directions of activity and development of society;
- (ii) establishing accounting policies and financial control system, as well as approving financial planning;
- (iii) appointment and the dismissal of directors and the determination of their remuneration;
- (iv) supervising the work of directors;

- (v) preparation of the annual report, Organization of the general meeting of shareholders and implementation of its decisions;
- (vi) introduction of the application for the opening of the company's insolvency procedure, according to law no. 85/2006 insolvency proceedings;
- (vii) the duties received by the Board of directors from the General Meeting of shareholders, in accordance with art. 114 of the Companies Act.
- (viii) decide on moving the company's headquarters;
- (ix) decides to establish or abolish new subsidiaries, branches, representative offices, agencies, etc. of the company;
- (x) decide on the adoption of decisions relating to investments in other companies and the distribution of profits and losses deriving from those investments;

#### 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.

**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.

**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.

**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.

**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.

**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.

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

**Resolution no. 1**

**Delegation of powers from the General Meeting of Shareholders to the Board of Directors**

In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,874995% (684.641.557 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% (0 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,037475% abstentions (256.890 votes) and 0,087530% votes not cast (600.014 votes)):

**Approved**

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;

**Resolution no. 2**

**Amendment of Article 12.5 of the Constitutive Act of the Company**

In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,807443% (684.178.483 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,100084% (686.074 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,004360% abstentions (29.890 votes) and 0,088113% votes not cast (604.014 votes)):

**Approved**

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:

- a) approve and modify the balance sheet after analyzing the report of the Board of Directors;
- b) approves and adopts the financial statements, including the balance sheet and the balance of profit and loss;
- c) distributes the company's profit and loss and sets dividends;
- d) appoints and dismisses the members of the Management Board and discharges them;
- e) 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;
- f) 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;
- g) establishes the revenue and expenditure budget and the work programme for the next financial year;
- h) decides on changing the legal form of the company;
- i) decide on the modification of the object of activity;
- j) decide to increase the share capital;
- k) decide to reduce or replenish the share capital;
- l) decide to merge with other companies or to split the company;
- m) 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;
- n) 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.

### **Resolution no. 3**

#### **Amendment/completion of Article 15.5 of the Constitutive Act of the Company**

**In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,740083% (683.716.733 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,033552% (230.000 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,138252% abstentions (947.714 votes) and 0,088113% votes not cast (604.014 votes)):**

**Approved**

**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:

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

**Resolution no. 4**

**Completion of the Constitutive Act of Chapter 15.6 "The Board of Directors may hold and the following powers"**

**In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,820529% (684.268.187 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,033684% (230.900 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,057675% abstentions (395.360 votes) and 0,088113% votes not cast (604.014 votes)):**

**Approved**

**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;

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- 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.

#### **Resolution no. 5**

#### **Distribution through the stock option plan of shares to affiliated companies Enea Services Romania S.R.L and Berg Computers SRL**

**In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,765294% (683.889.558 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,107258% (735.249 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,007504% abstentions (51.440 votes) and 0,119944% votes not cast (822.214 votes)):**

#### **Approved**

**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.

#### **Resolution no. 6**

##### **Distribution through the stock option plan of shares to affiliated companies UCMS Group România S.R.L, SAS Fleet Tracking SRL and other companies**

**In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,765294% (683.889.558 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,007174% (49.175 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,139419% abstentions (955.714 votes) and 0,088113% votes not cast (604.014 votes)):**

#### **Approved**

**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.

#### **Resolution no. 7**

##### **Empowering the Board of Directors to adopt any and all necessary measures and carry out all formalities required for the approval and implementation of the stock option plan**

**In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,460696% (681.801.539 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,007220% (49.490 votes) of the votes of the shareholders present, represented or having cast their**

vote by mail (with 0,063425% abstentions (434.778 votes) and 0,468660% votes not cast (3.212.654 votes)):

**Approved**

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.

**Resolution no. 8**

**Setting 17.08.2022 as the registration date and 16.08.2022 as the "ex-date"**

In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,387455% (681.299.475 votes) of the votes of the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0,100084% (686.074 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,010249% abstentions ( 70.258 votes) and 0,502212% votes not cast (3.442.654 votes)):

**Approved**

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. (I) of regulation no. 5/2018.

**Resolution no. 9**

**Approval of the powers of the Chairman of the Board of Directors and the Secretary of the meeting**

In the presence of shareholders representing 75,214201 % (685.498.461 shares) of the share capital and 82,471712% (685.498.461 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99,394857% (681.350.213 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% (0 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with 0,104590% abstentions (716.964 votes) and 0,500553% votes not cast (3.431.284 votes)):**

**Approved**

**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.

**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, August 1, 2022 in 4 (four) original copies.

**Chairman of the Board of Directors / Chairman of the Sitting**

Mr Oprean Voicu

**Secretary**

Ms Andreea Marcu