Information notes on the items on the agenda of the Extraordinary General Meeting of Shareholders scheduled for December 22, 2022 / December 23, 2022

**Item 1, on the EGSM Agenda**

Î.M. AROBS SOFTWARE SRL , is a limited liability company established and operating under the laws of the Republic of Moldova, which operates mainly in the field of software engineering for the automotive industry - electric and autonomous cars - as well as software development for high technologies such as IoT and Life Sciences.

As a company with stable year-on-year growth, the acquisition into AROBS Group represents an organic step in the software services business, bringing into the group a number of over 120 software engineers and developers, dedicated to global projects and partnerships with international clients in Europe and the United States.

The company is also well known on the labor market in the Republic of Moldova, having important connections with universities in the country and with professional associations operating there, being involved in education projects for students, but also in building the business ecosystem.

In view of the fact that Mr. Oprean Voicu is a majority shareholder in Î.M. AROBS SOFTWARE SRL, the company proposed for acquisition, he, together with the company CABRIO INVESTMENT S.R.L. (a person closely related to Mr. Oprean Voicu) will abstain from voting on Decision no.1 on the AGEA agenda of 22/23.12.2022.

**Item 2, on the EGSM Agenda**

AROBS TRACKGPS SRL is a limited liability company established and operating under the laws of the Republic of Moldova, with its registered office in Chisinau, and with a remarkable presence on the fleet management market in the Republic of Moldova, having stable partnerships with governmental clients and renowned companies.

TrackGPS by AROBS Moldova has an experience in all fields of activity and in all industries, with a portfolio of more than 430 active clients, with almost 4000 monitored transport units.

By joining the Group, AROBS' fleet management business line focuses its unified presence on the Central and Eastern European market, where it is a top 5 player in terms of telematics expertise.

In view of Mr. Oprean Voicu's position as majority shareholder in AROBS TRACKGPS SRL, the company proposed for acquisition, he, together with CABRIO INVESTMENT S.R.L. (a person closely related to Mr. Oprean Voicu), will abstain from voting on Resolution No. 2 on the AGEA agenda of 22/23.12.2022 .

**Item 3, on the EGSM Agenda**

Considering the fact that in the context of the acquisitions referred to in items 1 and 2, Mr Voicu Oprean will be the seller, in order to avoid any conflict of interest, Mrs Cleja Mihaela Stela - member of the Board of Directors, is empowered to sign any documents necessary for the completion of these transactions and to carry out any formalities required in this regard on behalf of Arobs Transilvania Software S.A.

**Items 4,5, on the EGSM Agenda**

According to the Listing Memorandum available at https://arobs.com/arobs-for-investors/, the company proposes strategic directions for business growth through concentric diversification based on research and innovation, development of new areas of expertise and horizontal integration in the areas where the company is already present by implementing the following measures (inorganic development): Acquisitions of existing players operating in the same industry, which can allow synergies and are easy to integrate, with a solid EBITDA.

Thus, in terms of these strategic directions, the board will need speed in decision making given the complex processes that can occur in the case of acquisitions, expansions into different markets or the development of new expertise and solutions.

**Items 6-7, on the EGSM Agenda**

Recalculation of shares offered to affiliated companies after the application of the first stock option plan, in accordance with the number of employees, the period of employment and the fulfilment of the criteria set out in the plan.

**Item 8, on the EGSM Agenda**

Authorize the Board of Directors to continue the implementation by the company of the stock option plan for the affiliated company Berg Computers SRL, a program that reflects one of the strategic directions of the company, defined as a strategy to motivate and retain employees through the adoption of options for a co-interest of employees in the good functioning of the company through the financial mechanism of the stock option plan.

**Items 9, 11 on the EGSM Agenda**

The delegation of powers, by the Extraordinary General Meeting of Shareholders to the Board of Directors, regarding the resolution to increase the share capital of the Company within the limit of the authorized capital, pursuant to Articles 114 and 220^1 of the Companies Act and Article 86 of the Act No. 24/2017 on issuers of financial instruments and market operations, republished, is intended to reduce the duration of a share capital increase operation. On the basis of this delegation of powers, the Board of Directors may initiate the increase of the share capital with a nominal value of up to RON 45,569,749.4, the decision of the Board of Directors being subject to the same regime as an EGSM Resolution, in terms of its publicity and the possibility of appeal in court.

According to para. (2) of Art. 220^1 of the Companies Act, the delegation of powers by resolution of the General Meeting of Shareholders implies the consequent amendment of the Company's Articles of Association.

**Items 10, 12 on the EGSM Agenda**

As it has been often communicated to investors, an important vector in the accelerated growth strategy is the acquisition of other companies that may enhance and supplement the differentiators range for AROBS Transilvania Software S.A. In order for such an investment in third party companies to activate the intended synergy effect across the entire AROBS business, acquisition contracts may provide that at least part of the transaction value be paid in the form of shares of the Company, under conditions agreed by the parties that may be dependent on the future evolution of certain indicators or on certain points in time.

Also, both for existing staff and for the staff to be integrated into the AROBS team following third company acquisitions, the existence and implementation of incentive, loyalty and reward programmes through equity participation is a very important tool, due to its high effectiveness.

Both in the case of acquisitions of companies which establish that the value of the transaction is to be paid, at least in part, in shares and not in cash, and in the case of the implementation of loyalty and incentive programmes for key personnel through participation to the Company's share capital, carried out within the limits established by resolutions of the General Meetings of Shareholders or by the Articles of Association, the Company's obligations would be fulfilled significantly more quickly and more easily if the Board of Directors were given the power to decide to increase the share capital by waiving the pre-emptive rights of existing shareholders.

In concrete terms, this means that **only in the two types of situation listed above**, the Board of Directors will be able to consider the increase of the share capital by converting debt into shares and without a cash contribution. The claim on the Company that will arise in favour of the seller in the company acquisition contracts or, respectively, in favour of the beneficiaries in the remmuneration – loyalty - retention programmes for key employees, will be the subject of an extrajudicial expert accounting report.

The number of newly issued shares will be determined, according to Article 174 of FSA Regulation No. 5/2018, as the ratio between the value of the claim on the Company, established by the expert report, to be converted into shares, and the highest value between (1) the weighted average trading price for the last 12 months preceding the ruling, (2) the value of the net book assets/shares, established on the basis of the last published and audited financial statements of the issuer and (3) the nominal value of the share.

The legal basis is provided by Articles 86 (3),(4), 88, 89 of Law 24/2017 on issuers of financial instruments and market operations republished, Article 174 of the FSA Regulation no. 5/2018 as amended and supplemented and Article 220^1 paragraph (4) of the Companies Law.

Consequently, the approval of these items will directly contribute to improving the efficiency and dynamism of the actions designed to implement the accelerated development strategy of AROBS Transilvania Software S.A.

**Item 13 on the EGSM Agenda**

The Board of Directors is explicitly empowered to take all necessary actions to carry out, and register with the competent authorities, the share capital increase operations decided pursuant to the delegation of powers under items 8 and 9 of the AGM agenda.

**Item 14 on the EGSM Agenda**

In accordance with Article 86(1) of Law 24/2017 on issuers of financial instruments and market operations, the Record Date is the calendar date used to identify the shareholders who are to receive dividends or other rights and on whom the effects of the resolutions of the general meeting of shareholders are to be felt.

This date will be fixed at the general meeting of shareholders and will be at least 10 working days after the date of the general meeting of shareholders. According to Article 2(2)(l) of the Regulation of the Financial Supervisory Authority No 5/2018 on issuers of financial instruments and market operations, Ex - Date is the date before the record date with one settlement cycle minus one business day, from which the financial instruments subject to the resolutions of the corporate bodies are traded without the rights arising from such resolution.

**Item 15 on the EGSM Agenda**

The Chairman of the Board of Directors and the Secretary of the Meeting are appointed to jointly sign the resolution of the EGM and to carry out individually and not jointly 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 resolution of the EGM according to the law.