Special Power of Attorney

for shareholders natural persons

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

dated December 22, 2022/December 23, 2022

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

\*Please fill in the surname and first name of the shareholder private individual

identified with the Identity Document / Identity Card / Passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ delivered by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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),

Hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* Please fill in the name and surname of the authorized private individual to whom this Power of Attorney is granted,* identified with the Identity Document / Identity Card / Passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, delivered by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

OR

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* 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 with the surname and first name of the legal representative

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

as my representative in the Extraordinary General Meeting of Shareholders of the Company to be held on December 22, 2022, 12:00 (Romanian Time) – first convening and December 23, 2022, 12:00 (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. The Approval of the acquisition, by the Company, of shares representing either the entire share capital of, or the majority stake in, the company I.M. AROBS SOFTWARE SRL, a limited liability company incorporated and operating under the laws of Republica Moldova, with registered office in Chișinău, 51/A Alexandru Cel Bun Street, identified with the registration number and tax code 1011600019177, registered on 24th of May, 2011, from Mr. OPREAN VOICU. The price of all shares (100% of the share capital) of I.M. AROBS SOFTWARE SRL, as established in the Valuation Report prepared by Neoconsult Valuation SRL represented by Marius Șufană, ANEVAR Accredited Appraiser, is of 2,961,000 euro, and the price for the majority holding of 90% of the share capital of I.M. AROBS SOFTWARE SRL is of 2,664,900 euro.

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

**2.** The Approval of the acquisition by the Company of shares representing the entire share capital of, or the majority stake in, the company AROBS TRACKGPS SRL, a limited liability company incorporated and operating under the laws of Republica Moldova, with registered office in Chișinău, 51/A Alexandru Cel Bun Street, identified with the registration number and tax code 1017600032910, registered on 8th of August, 2017, from Mr. OPREAN VOICU. The price of all shares (100% of the share capital) of AROBS TRACKGPS SRL, as established in the Valuation Report prepared by Neoconsult Valuation SRL represented by Marius Șufană, ANEVAR Accredited Appraiser, is of 513,000 euro, and the price for the majority holding of 90% of the share capital of AROBS TRACKGPS SRL is of 461,700 euro.

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

**3.** Subject to the approval of items 1 and 2 on the agenda, the approval of the empowerment of Ms. Cleja Mihaela Stela – Director of the Company, to sign any and all documents necessary for the completion of the Transactions referred to in points 1 and 2, and to carry out any and all formalities required in this respect, and to draw up, sign any and all documents necessary for the implementation of this resolution.

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

**4.** The Approval, for the period of time ending on 31st of December, 2024, of the conclusion by the Board of Directors of the company of the contracts of acquisition, disposal, exchange or pledging of fixed assets, whose values exceed, individually or cumulatively, during a financial year, 20% of the total fixed assets value.

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

**5.** In view of and subject to the approval of item 4 on the agenda, the approval of the empowerment of the Board of Directors, with the possibility of sub-delegation, to carry out any and all acts necessary in order to identify the manner to carry out the investments, including initiation of negotiations with potential commercial partners, signing contracts and other similar documents, representing the Company before any authorized and competent public bodies, institutions and/or authorities, and the like.

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

**6.** The approval of the amendment of item 5 approved by the EGSM Resolution no. 6 of 01.08.2022, in the sense that the maximum limit of the percentage of the share capital to be distributed, within the stock-option-plan, from the shares redeemed and not distributed until the date of the present EGSM, in compliance with the Resolution of the EGSM no. 6/24.09.2021 and no. 4 of 07.03.2022, to employees and members of the management bodies of the Arobs Development&Engineering SRL (priorly named Enea Services Romania SRL), is amended from the maximum of 0.6% of the share capital at the date of the present Resolution, to the maximum limit of 0.36% of the share capital at the date of the present Resolution. The remining shares representing 0.56% of the share capital of the Company will be allotted to Arobs Transilvania Software S.A.

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

**7.** The approval of the amendment of item 5 approved by the EGSM Resolution no. 6 of 01.08.2022 in the sense that the maximum volume the shares to be distributed, within the stock-option-plan, from the shares redeemed and not distributed until the date of the present EGSM, in compliance with the Resolution of the EGSM no. 6/24.09.2021 and no. 4 of 07.03.2022, is amended from a maximum of 9,843,065 shares down to 3,554,439 shares. These will be distributed, as to incentive loyalty and remunerate, to employees and members of the management bodies of the Company, as well as to persons with such quality in the affiliated companies, as follows:

* Up to maximum 0.07% of the share capital of the Company at the time of the present Resolution, for the employees and members of management bodies of UCMS Group Romania SRL;
* Up to maximum 0.02% of the share capital of the Company at the time of the present Resolution, for the employees and members of management bodies of SAS Fleet Tracking SRL;
* Up to maximum 0.3% of the share capital of the Company at the time of the present Resolution, for the employees and members of management bodies of Arobs Transilvania Software S A until 28.04.2023.

The difference of 6,288,626 shares will be allotted to Arobs Transilvania Software S.A.

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

**8.** Subject to the approval of item 7 on the shareholders’ meeting agenda, the approval of the distribution, through the stock option plan, of a maximum number of 820.255 shares of the redeemed and undistributed shares until the date of this Extraordinary General Meeting, in accordance with the General Meeting Resolution no. 6 dated 24.09.2021 and the General Meeting Resolution no. 4 dated 07.03.2022, to be offered to employees and members of the Company's management bodies, as well as to employees and members of management bodies in the affiliated company Berg Computers SRL, up to the maximum limit of 0.09% of the share capital the time of the Resolution.

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

**9**. The Approval of the delegation to the Board of Directors of the Company, of the powers of the Extraordinary General Meeting regarding the resolution to increase the share capital of the Company, pursuant to the provisions of Articles 114 and 220^1 of the Companies Law and Article 86 of Law no. 24/2017 republished, with a maximum nominal value of 45,569,749.4 lei representing the authorized capital, for a period of 3 (three) years from the date of the resolution of the General Meeting, through one or more issues of ordinary, registered and dematerialized shares and in compliance with the legal and statutory provisions.

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

**10.** Subject to the approval of item 8 on the agenda, the approval of the delegation to the Board of Directors of the Company, of the power to decide on the lifting or restriction of pre-emptive rights in share capital increase operations decided by the Board of Directors on the basis of the delegation of powers by the Extraordinary General Meeting of Shareholders, on condition that the purpose of such operations is:

(1) to compensate – in whole or in part – for the Company’s obligations arising from agreements of acuiqistion of stock in other companies, that is investments in other companies, in form of allotment of shares of the Company, in compliance with the statutory and legal provisions and under the terms of the respective contracts;

(2) the distribution of shares in order to implement programmes intended for securing the loyalty and motivation of key personnel through their participation in the share capital of the Company, such as Stock Option Plans.

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

**11.** Subject to the approval of item 8 on the agenda, the approval of the change in Articles of Associations by adding the following subparagraph (xi) to Article 15.5:

 *“(xi) the increase of the share capital of the Company with a maximum nominal value of 45,569,749.4 lei, representing the authorized capital, for a period of 3 (three) years from the date of the resolution of the General Meeting, through one or more issues of ordinary, registered and dematerialized shares and in compliance with the legal and statutory provisions, pursuant to the delegation of powers of the Extraordinary General Meeting of Shareholders to increase the share capital of the Company.”*

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

**12.** Subject to the approval of item 9 on the agenda, the approval of the change in Articles of Associations by adding the following subparagraph to Article 15.5:

*“(xi/xii) the lifting or restriction of pre-emptive rights in share capital increase operations decided by the Board of Directors on the basis of the delegation of powers by the Extraordinary General Meeting of Shareholders, on condition that the purpose of such operations is:*

*(1) to compensate – in whole or in part – for the Company’s obligations arising from agreements of acuiqistion of stock in other companies, that is investments in other companies, in form of allotment of shares of the Company, in compliance with the statutory and legal provisions and under the terms of the respective contracts;*

*(2) the distribution of shares in order to implement programmes intended for securing the loyalty and motivation of key personnel through their participation in the share capital of the Company, such as Stock Option Plans.”*

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

**13.** The approval of the delegation of the Board of Directors of the Company to initiate, carry out, close, register share capital increase operations decided by the Board pursuant to the delegation of powers by the EGSM, including the corresponding amendment of the Company's Articles of Association, to draft and sign all documents and carry out any formalities for the implementation and registration of such operations with the competent authorities.

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

**14**. The approval for setting the date of 12.01.2023 as the record date for the identification of the shareholders bearing the effects of the resolutions adopted by the EGSM, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 republished and the date of 11.01.2023 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (l) of Regulation No 5/2018 as amended.

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

**15**. The approval of the authorization of the Chairman of the Board of Directors and of the Secretary of the Meeting, to sign the resolution of the EGSM together and to carry out individually and not together any act or formality required by law for its registration at the Trade Registry Office of the Cluj Court, as well as for the publication of the Resolution of the EGSM according to the law.

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

*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 December 20, 2022, 13:00 (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.

I enclose herewith a copy of the identity document allowing my identification in the shareholder ledger of AROBS TRANSILVANIA SOFTWARE S.A., on the reference date (**December 12, 2022**), issued by Depozitarul Central S.A. and the copy of the identity document of the agent private individual (Identity Document or Identity Card for Romanian citizens, or passport, residence permit 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.

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

\*If the shareholder successively sends more than one Special Power of Attorney, the Company shall deem that the Special Power of Attorney having a later date revokes the previous Special Power(s) of Attorney.

No. of shares: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Surname and first name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*Please fill in the surname and first name of the shareholder private individual, in clear capital letters

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

*\*In the case of collective shareholders, it shall be signed by all shareholders*.