Special Power of Attorney

for shareholders legal entities

for the Ordinary General Meeting of Shareholders of AROBS TRANSILVANIA SOFTWARE S.A.

dated APRIL 28, 2023/MAY 2, 2023

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

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

\* 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 Ordinary General Meeting of Shareholders of the Company to be held on April 28, 2023, 15:00 (Romanian Time) – first convening and May 2, 2023, 15:00 (Romanian Time) – second convening, to exercise the voting right related to my interests recorded in the shareholder ledger on the reference date, as follows:

**1.** Approval of the individual and consolidated financial statements prepared for the financial year ended 31 December 2022, accompanied by the Report of the Board of Directors and the Report of the Financial Auditor BDO AUDITORS & ACCOUNTANTS SRL.

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

**2.** Approval of the income and expenditure budget for the financial year 2023.

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

**3.** Approval of the distribution of the Company's net profit, in the amount of 41,898,453.37 lei, related for the financial year ended on 31 December 2022, determined in accordance with the applicable laws, as follows: the amount of 38,547,374.37 lei undistributed net profit (retained earnings), the amount of 2,403,521.88 lei shall be allocated to the legal reserve and the amount of 947,557.12 lei shall be allocated to other reserves.

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

**4. Secret ballot**. Please refer to the Annex for the secret ballot.

**5.** Approval of the remuneration policy of Arobs Transilvania Software SA .

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

**6.** Setting the date of 23.05.2023 as the registration date for the identification of shareholders over whom the effects of the resolutions adopted by the **OGMS** will be reflected, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 and the date of 22.05.2023 as "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (l) of Regulation 5/2018.

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

**7.** Approval of the empowerment of the Chairman of the Board of Directors, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the resolutions of the OGMS and to perform any act or formality required by law for the registration of the resolutions of the OGMS. The Chairman of the Board of Directors may delegate all or any of the powers conferred above to any/all persons competent to carry out this mandate.

|  |  |  |
| --- | --- | --- |
| 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 Ordinary 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 Ordinary General Meeting of Shareholders;
2. the deadline for recording special powers of attorney with the Company is April 26, 2023 at 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**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Annex to Special Power of Attorney for secret ballot

for the Ordinary General Meeting of Shareholders

**dated APRIL 28, 2023/MAY 2, 2023**

dedicated to item 4 on the agenda

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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 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 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 Ordinary General Meeting of Shareholders of the Company to be held on APRIL 28, 2023, time 15:00(Romanian Time) – first convening and May 2, 2023, 15:00(Romanian Time) – second convening, to exercise the voting right related to my interests recorded in the shareholder ledger on the reference date, as follows:

**1. For item 4 on the agenda,** namely the approval of the discharge of the members of the Board of Directors for the financial year 2022.

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

*Note: Indicate your vote by ticking an "X" in one of the boxes for "FOR", "AGAINST" or "ABSTAIN". Where more than one box is ticked with an "X" or no box is ticked, that vote shall be deemed invalid/ not cast.*

We hereby enclose 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 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.

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**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*The* correspondence ballot *by mail for item 4 on the agenda, signed, in original, shall be inserted in a separate, sealed envelope, clearly marked on the envelope "Confidential – Secret Ballot Instructions for the Ordinary General Meeting of Shareholders of 28.04.2023/02.05.2023", 15 p.m. and which shall be inserted, in turn, in the envelope containing the* correspondence ballot *by mail dedicated to the other items on the agenda of the Ordinary General Meeting of Shareholders and the related documents; these shall be forwarded for registration at the Company's registered office no later than 26.04.2023, 14:00 p.m., clearly marked on the envelope "For the Ordinary General Meeting of Shareholders of 28.04.2023/02.05.2023". If the signed* correspondence ballot *by mail dedicated to item 4 on the agenda is sent by email with qualified electronic signature, in accordance with Law 455/2001 on the electronic signature, republished, it shall be sent to the address: ir@arobs.com, in a separate email, with a qualified electronic signature, stating in the subject "Confidential – Secret Voting Instructions for the Ordinary General Meeting of Shareholders of 28.04.2023/02.05.2023"; it shall be forwarded for registration at the Company's registered office no later than 26.04.2023, 14:00 p.m.*