

To: *Bursa de Valori București S.A.*

*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 33/2023

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	<b>28.04.2023</b>
Name of the Company	<b>Arobs Transilvania Software S.A.</b>
Registered Office	<b>11 Donath Street, building M4, entrance 2, 3<sup>rd</sup> floor, ap. 28, Cluj-Napoca, Cluj, Romania</b>
Email	<a href="mailto:ir@arobs.com">ir@arobs.com</a>
Phone	<b>+40 31 860 21 01</b>
Website	<a href="http://www.arobs.com">www.arobs.com</a>
Registration nr. with Trade Registry	<b>J12/1845/1998</b>
Fiscal Code	<b>RO 11291045</b>
Subscribed and paid share capital	<b>91,139,498.80 lei</b>
Total number of shares	<b>911,394,988</b>
Symbol	<b>AROBS</b>
Market where securities are traded	<b>MTS AeRO Premium</b>

**Important events to be reported:** Resolutions of the OGMS dated 28.04.2023

On 28.04.2023, starting with 15:00, in Cluj Napoca, at 57-59 Constantin Brancusi Street, 5<sup>th</sup> floor, took place the Ordinary General Meeting of Shareholders of Arobs Transilvania Software S.A. (hereinafter referred to as the "Company"). The legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary General Meeting of Shareholders of the Company are attached to this current report.

Voicu OPREAN

President of the Board of Directors

**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. 2 DATED APRIL 28, 2023**

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 27.03.2023;

legally convened on 28.04.2023/02.05.2023, TIME 15:00, at the address Cluj-Napoca, str. Constantin Brâncuși nr. 57-59, 5th floor, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Ms Ciegler Erika-Susanne as secretary and Gloria Haas 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 28.04.2023, the sitting of the Ordinary General Meeting of Shareholders ("**OGMS**") was attended by shareholders representing 75.368542% of the share capital and 83.296559% of the number of existing voting rights, and thus the quorum required to adopt this Resolution of the Ordinary General Meeting of Shareholders was met.

**Agenda proposed for first and second convening of the Ordinary General Meeting of Shareholders:**

**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

**2.** Approval of the Revenue and Expenditure Budget for the financial year 2023.

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.
4. Approval of the discharge of the members of the Board of Directors for the activity carried out in the financial year 2022 ( SECRET VOTE).
5. Approval of the remuneration policy of Arobs Transilvania Software SA .
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. (I) of Regulation 5/2018.
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.

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

**Resolution no. 1**

**Approval of the individual and consolidated financial statements prepared for the financial year ended December 31, 2022**

**In the presence of shareholders representing 75.405102% (687,238,318 shares) of the share capital and 83.336964% ( 687,238,318 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.999385% (683,263,437 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.000615% (4,200 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 20,000 votes and votes not cast 3,950,681 votes):**

**APPROVED**

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.

**Resolution no. 2**

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

In the presence of shareholders representing 75.405102% (687,238,318 shares) of the share capital and 83.336964% (687,238,318 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.997133% (682,394,519 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.002867% (19,565 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 706,074 votes and votes not cast 4,118,160 votes):

**APPROVED**

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

**Resolution no. 3**

**Approval of the distribution of the Company's net profit, for the financial year ended December 31, 2022**

In the presence of shareholders representing 75.405102% (687,238,318 shares) of the share capital and 83.336964% (687,238,318 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.888993% (682,420,165 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.111007% (758,374 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 114,278 votes and votes not cast 3,945,501 votes):

**APPROVED**

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.

**Resolution no. 4**

**Approval of the discharge of the members of the Board of Directors**

In the presence of shareholders representing 75.405102% (687,238,318 shares) of the share capital and 83.336964%( 687,238,318 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.992305% (106,555,389 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.007695% (8,200 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 576,879,768 votes and votes not cast 3,794,961 votes):

**APPROVED**

4. Approval of the discharge of the members of the Board of Directors for the financial year 2022 (SECRET VOTE).

**Resolution no. 5**

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

In the presence of shareholders representing 75.405102% (687,238,318 shares) of the share capital and 83.336964%( 687,238,318 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.857038 % (105,299,286 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.142962% (150,753 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 577,820,659 votes and votes not cast 3,967,620 votes):

**APPROVED**

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

**Resolution no. 6**

**Approval of the registration date and of the "ex-date"**

In the presence of shareholders representing 75.405102% (687,238,318 shares) of the share capital and 83.336964%( 687,238,318 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 100% (683,413,357 votes) of the votes cast 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 abstentions 0 votes and votes not cast 3,824,961 votes):

**APPROVED**

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. (I) of Regulation 5/2018.

**Resolution no. 7**

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

In the presence of shareholders representing **75.405102% (687,238,318 shares)** of the share capital and **83.336964% (687,238,318 voting rights)** of the total voting rights, with the vote "for" of the shareholders representing **99.999546% (683,434,825 votes)** of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing **0.000454% (3,100 votes)** of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 352 votes and votes not cast 3,800,041 votes):

**APPROVED**

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.

**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, 28.04.2023, in 4 (four) original copies.

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

Mr Oprean Voicu

Ms. Ciegler Erika-Susanne

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