

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 52/2023

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	28.08.2023
Name of the Company	Arobs Transilvania Software S.A.
Registered Office	11 Donath Street, building M4, entrance 2, 3rd floor, ap. 28, Cluj-Napoca, Cluj, Romania
Email	ir@arobs.com
Phone	+40 754 908 742
Website	www.arobs.com
Registration nr. with Trade Registry	J12/1845/1998
Fiscal Code	RO 11291045
Subscribed and paid share capital	87,129,360.9 lei
Total number of shares	871,293,609
Symbol	AROBS
Market where securities are traded	MTS AeRO Premium

Important events to be reported: BoD Decision to convene the EGMS and OGMS for 29.09.2023

The management of AROBS Transilvania Software S.A. (hereinafter referred to as the "Company") informs the market regarding the decision to convene the Extraordinary and Ordinary General Meeting of Shareholders of the Company (EGMS and OGMS) for 29.09.2023 (first calling), respectively for 02.10.2023 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report. me

Voicu OPREAN

Chairman of the Board of Directors



AROBS TRANSILVANIA SOFTWARE S.A.

11 Donath Street, Building M4, 2nd entrance, 3rd floor, apart. 28

Cluj-Napoca, Cluj county, Romania

J12/1845/1998, CUI: 11291045

CONVENING NOTICE

FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF THE SHAREHOLDERS

Convened for 29 September 2023/ 2 October 2023

Output no. 1053/ 28 August 2023

Board of Directors of AROBS TRANSILVANIA SOFTWARE S.A., a joint stock company, registered with the Trade Register Office of the Cluj Court under no. J12/1845/1998, CUI 11291045, European Unique Identifier (EUID): ROONRC. J12/1845/1998, headquartered in Cluj-Napoca, 11 Donath Street, Building M4, 2nd entrance, 3rd floor, apart. 28, Cluj county, with a subscribed and entirely paid share capital of RON 87,129,360.90 (hereinafter referred to as the “**Company**” or “**AROBS**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

CONVENES

The Company’s Extraordinary General Meeting of Shareholders (**EGMS**) to be held on 29 September 2023, at 13:00, at the address Cluj Napoca, 55-57-59 Constantin Brâncusi Street, ground floor, Conference hall, at which only the persons registered as shareholders in the Company’s shareholders’ register (kept by the Central Depository S.A.) at the end of the day on 19 September 2023, set as the reference date („**Reference Date**”), will be entitled to attend and vote. In the event that the quorum is not met on the first call, the EGMS will be held upon a second convening, on 2 October 2023, at 13:00 , at the same place and with the same agenda and having the same Reference Date; and

The Company’s Ordinary General Meeting of Shareholders (**OGMS**) to be held on 29 September 2023, at 14:00, at the address Cluj Napoca, 55-57-59 Constantin Brâncusi Street, ground floor, Conference hall, at which only the persons registered as shareholders in the Company’s shareholders’ register (kept by the Central Depository S.A.) at the end of the day on 19 September 2023, set as the Reference Date, will be entitled to attend and vote. In the event that the quorum is not met on the first call, the OGMS will be held upon a second convening, on 02 October 2023, at 14:00 , at the same place and with the same agenda and having the same Reference Date;

The agenda for the first and second convening of the EGMS:

1. Approval of the amendment of Article 3.2 of the Articles of Association to bring it in line with the provisions of the current Article 15.5(viii) of the Articles of Association. Article 3.2 will read as follows:
“3.2. The registered office may be changed to any location in Romania, by resolution of the General Meeting of Shareholders or by resolution of the Board of Directors, in accordance with the provisions of the Companies Law and the provisions of these Articles of Association.”
2. Approval of the amendment of Article 5.3 of the Articles of Association, which will read as follows:
“5.3. The Company may carry out all operations (economic, financial and commercial) of such nature as to influence directly or indirectly the achievement of the Company's object of activity, including import-export and commercial operations. The Company also has the right to participate in the share capital of other companies or entities without legal personality (in Romania or abroad), as partner, associate, shareholder, etc. (depending on the legal form of the company or entity in question).”
3. Approval of the amendment of Article 7.2 of the Articles of Association, which will read as follows:
“7.2 Ownership of the Company's shares shall be transferred in accordance with the capital markets regulations.”
4. Approval of the amendment of Article 7.3 of the Articles of Association (which will enter into force subject to the admission of the Company's shares to trading on the regulated market, Main segment, Premium category, operated by the Bucharest Stock Exchange - Bursa de Valori București S.A.), which will read as follows:
“7.3. The Company's shares are admitted to trading on the regulated market, Main segment, Premium category, administered by Bursa de Valori București S.A.”.
5. Approval of the amendment of Article 8.1 of the Articles of Association, which will read as follows:
“8.1. Each share issued by the Company and held by a shareholder (other than the Company) confers the right to one vote at the General Meeting of Shareholders (unless certain voting rights attached to the shares are suspended in accordance with applicable law), the right to participate in the distribution of dividends, the distribution of profits and assets in the event of the dissolution of the Company, and other rights in accordance with applicable legal provisions, the provisions of these Articles of Association and the resolutions of the General Meeting of Shareholders.”
6. Approval of the amendment of Article 8.3 of the Articles of Association, which will read as follows:
“8.3. The rights and obligations arising from holding shares will be transferred together with the transfer of the ownership right over the shares to other persons. Ownership of shares implies de jure adherence to the Company's Articles of Association.”
7. Approval of the insertion of an Article 8.4 in the Articles of Association, which will read as follows:
“The shares are indivisible and the Company recognises only one shareholder for each share. If a share is owned jointly or severally by more than one person, they shall appoint a representative to exercise the rights deriving from the ownership of that share.”
8. Approval of the deletion of Article 9 of the Constitution. The remaining articles of the Constitution will be renumbered.
9. Approval of the amendment of the current Article 10 of the Articles of Association (Article 9 after renumbering, in case of approval by the EGMS of agenda item 8), which will read as follows:
“[10.1.]/[9.1.] The share capital may be increased as follows:

(i) by resolution of the Extraordinary General Meeting of Shareholders, in compliance with the provisions of the Companies Law and of these Articles of Association, respectively

(ii) in accordance with the decisions adopted by the Board of Directors, pursuant to the delegation of powers of the Extraordinary General Meeting of Shareholders to increase the share capital and the authorization of the Board of Directors for a period of three (3) years ending on 22 December 2025, to decide to increase the share capital of the Company in accordance with the provisions of Article 15.5 (xi) of these Articles of Association.

[The increase of the Company's share capital shall be registered with the Trade Registry and with any other public or private institutions in accordance with the provisions of the applicable law.

[10.3.]/[9.3.] Unless the pre-emptive right is disapplied or restricted by resolution of the extraordinary general meeting of the Company's shareholders, respectively by decision adopted by the Board of Directors, in accordance with the applicable law and the provisions of these Articles of Association, the shares issued for the increase of the share capital shall be offered for subscription first to existing shareholders, in proportion to the number of shares they hold, who may exercise their pre-emptive rights in accordance with the law. ”

10. Approval of the deletion of the current article 12.5 lit. (n) of the Constitution (Article 11.5 lit. (n) after renumbering, in case of approval by the EGMS of the above item 8 on the agenda).
11. Approval of the amendment of the current Article 12.6 of the Articles of Association (Article 11.6 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[12.6.]/[11.6.] General Meetings shall be convened by the Board of Directors whenever necessary in accordance with the law and the provisions of these Articles of Associations. The Ordinary General Meeting of Shareholders shall be held at least once a year, within the first four months as of the end of each financial year. ”

12. Approval of the amendment of the current Article 12.7 of the Articles of Association (Article 11.7 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[12.7.]/[11.7.] The Board of Directors shall immediately convene a General Meeting at the request of shareholders representing, individually or jointly, at least 5% of the share capital, if the request contains provisions falling within the powers of the General Meeting. In this case, the General Meeting shall be convened within 30 days and shall meet within 60 days from the date of registration of the aforementioned request with the Company. In addition, one or more shareholders representing at least 5% of the Company's share capital may, by written request addressed to the Board of Directors, request the agenda of a General Meeting communicated to them to be supplemented with new items, within 15 days from the date of the convening of the General Meeting in question. To the extent that the request to supplement the agenda meets all the legal requirements, the Board of Directors shall communicate the convening notice with the agenda supplemented in accordance with Art. [12.8.]/[11.8.] below, at least 10 days before the date set for the General Meeting indicated in the convening notice and before the reference date of the General Meeting of Shareholders. ”

13. Approval of the amendment of the current Article 12.8 of the Articles of Association (Article 11.8 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[12.8.]/[11.8.] Notice of the meeting will be given only by publication in the Official Gazette of Romania, Part IV, and in one of the newspapers of wide circulation in the city where the Company's

registered office is located or in the nearest city. The deadline for the meeting shall be at least 30 days after the date of publication of the notice of meeting in the Official Gazette of Romania, Part IV.”

14. Approval of the amendment of the current Article 12.9 of the Articles of Association (Article 11.9 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[12.9.]/[11.9.] General Meetings shall be convened (at each convening of such meeting) at the registered office of the Company or at another location in Romania or abroad. The convening notice shall include the place and date of the General Meeting, as well as the agenda, with an explicit indication of all matters to be discussed at the General Meeting. The notice shall also include any other information required by applicable legal provisions (including laws and regulations applicable to the capital markets). The notice for the first General Meeting may set the date and time of the second General Meeting, if the first one cannot be held. The second General Meeting may not be held on the day set for the first General Meeting. The time limit provided for in Article [12.8.]/[11.8.] shall not apply to the second or subsequent convocation of the General Meeting due to the failure to achieve the quorum and/or majority required for the first convening, provided that the legal provisions were complied with at the time of the first convening, that no new items have been added to the agenda since the first convening and that at least 10 days have lapsed between the final convening and the date of the General Meeting.”

15. Approval of the amendment of the current Article 12.10 of the Articles of Association (Article 11.10 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[12.10.]/[11.10.] The General Meeting may also be held by any electronic means, including but not limited to, teleconferences and video conferences.”

16. Approval of the amendment of the current Article 12.11 of the Articles of Association (Article 11.11 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[12.11.]/[11.11.] The minutes of each General Meeting shall be prepared in writing, in accordance with Romanian law, shall be recorded in an appropriate register and shall be signed by the Chairperson and the Secretary of the General Meeting.”

17. Approval of the amendment of the current Article 13.2 of the Articles of Association (Article 12.2 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[13.2.]/[12.2.] The Company shall be governed by a Board of Directors, consisting of five (5) members, one of whom shall hold the office of Chairperson of the Board of Directors.

18. Approval of the deletion of the current Articles 13.3 and 13.4 (Articles 12.3 and 12.4 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda).

19. Approval of the amendment of the current Article 14.1 of the Articles of Association (Article 13.1 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[14.1.]/[13.1.] Members of the Board of Directors shall be appointed and removed by the Ordinary General Meeting of Shareholders, with the possibility of re-election for subsequent terms.”

20. Approval to empower the Board of Directors to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds, respectively to update the provisions of the current Article 14.5 of the Articles of Association (Article 13.5 after renumbering, in case of approval by the EGMS

of the above item 8 on the agenda), for the fulfilment of the decisions to be adopted by the OGMS in accordance with point 1 of the OGMS agenda.

21. Approval of the amendment of the current Article 15.3 of the Articles of Association (Article 14.3 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[15.3.]/[14.3.] The management of the Company shall be delegated by the Board of Directors to the Managers of the Company, the latter representing the Company vis-à-vis third parties in accordance with Article [18]/[17] below.”

22. Approval of the amendment of the current Article 15.5(xi) of the Articles of Incorporation (Article 14.5(xi) after renumbering, in case of approval by the AGM of the above AGM agenda item 8), which will read as follows:

“[15.5(xi)]/ [14.5(xi)] increase the share capital of the Company by a maximum nominal amount of 45,569. 749.4 lei, representing authorized capital, for a period of 3 (three) years from the date of the resolution of the Extraordinary General Meeting of Shareholders of the Company dated 22 December 2022, through one or more issues of ordinary, registered and dematerialized shares, in compliance with the legal and statutory provisions, pursuant to the delegation of the powers of the Extraordinary General Meeting of Shareholders to increase the share capital;”

23. Approval of the amendment of the current Article 15.6 of the Articles of Association (Article 14.6 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

- (a) sub-paragraphs 1-6 shall be replaced by the following:

“[15.6]/[14.6]The Board of Directors shall also have the following duties:

- changing the object of activity of the Company (except for the domain and main object of activity of the Company which may be changed only by resolution of the Extraordinary General Meeting of Shareholders);*
- determines the duties of the managers, the manner of organising the work of the managers and supervises the work carried out by the managers of the Company;*
- elects a provisional member of the Board of Directors, in case of vacancy, resignation, incompatibility, prohibition, until an appointment by the Ordinary General Meeting of Shareholders;”*

- (b) sub-paragraphs 10 to 11 shall be deleted; and

- (c) sub-paragraphs 12-14 shall be replaced by the following text:

[15.6]/[14.6]The Board of Directors shall also have the following powers:

[...]

- makes proposals to the general meeting of shareholders regarding approval of arrangements for employee profit-sharing;*
- approves the purchase, sale, construction of its own buildings in the interest of the company's business, except for decisions which are reserved to the General Meeting of Shareholders;*
- approves any participation in the form of financial fixed assets in the establishment or development of private companies, with the exception of decisions of this type which are reserved to the General Meeting of Shareholders;”*

24. Approval of the amendment of the current Article 16.1 of the Articles of Association (Article 15.1 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[16.1]/[15.1] In order for a meeting of the Board of Directors to be validly held, at least three (3) members of the Board of Directors must be present at the meeting, one of whom must necessarily be the Chairperson of the Board of Directors.”

25. Approval of the amendment of the current Article 16.4 of the Articles of Association (Article 15.4 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[16.4]/[15.4] The convening notice for the meeting of the Board of Directors shall be sent in writing, in Romanian and/or English, by electronic mail, at least ten (10) calendar days before the date of the meeting, to each member of the Board of Directors by the Chairperson of the Board of Directors, unless the Board of Directors determines otherwise. If the quorum is not met at the first meeting, the deadline for convening subsequent meetings of the Board of Directors with the same agenda shall be five (5) calendar days. In any case, the Board of Directors shall be obliged to meet at least once every three months. The convening notice shall indicate the date, place and agenda for such meeting, with supporting materials and any additional documentation, as the Chairperson of the Board of Directors may deem necessary. Meetings of the Board of Directors may be held at any time without notice if all members of the Board of Directors are present or if those not present have expressly waived in writing the requirement to receive notice of the meeting.”

26. Approval of the amendment of the current Article 16.5 of the Articles of Association (Article 15.5 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[16.5]/[15.5] Meetings of the Board of Directors shall be held at the registered office of the Company and/or at one or more different locations by telephone conference or videoconference whereby all members can hear and communicate with each other at the same time, or at any other address in Romania agreed by all members of the Board of Directors.”

27. Approval of the amendment of the current Article 16.6 of the Articles of Association (Article 15.6 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[16.6]/[15.6] By exception, whenever justified by the urgency of the matters to be discussed and the interest of the Company, resolutions of the Board of Directors may also be adopted in writing by correspondence, if such resolutions are signed by each member of the Board of Directors. The originals signed by each member of the Board of Directors shall be sent to the Chairman of the Board of Directors as soon as possible. This procedure may not be used for the adoption of the annual financial statements.”

28. Approval of the amendment of the current Article 17 of the Articles of Association (Article 16 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[17]/[16] Appointment of Managers

[17.1]/[16.1] The Managers of the Company shall be appointed by the Board of Directors for a term of four years, with the possibility of re-election for subsequent terms.

[17.2]/[16.2] The Managers may be appointed from among the members of the Board of Directors or from outside the Board of Directors. The Chairperson of the Board of Directors of the Company may also be appointed as a General Manager.

[17.3]/[16.3] The manner in which the work of all Managers shall be organised shall be determined by decision of the Board of Directors.

[17.4]/[16.4] The members of the Board of Directors of the Company shall each enter into a mandate agreement with the Company for the period of their mandate which shall include the rights and duties and tasks of the Directors and the remuneration received by them. In the event that a member of the Board of Directors is also appointed as a Manager of the Company, then such person shall enter into either one or two mandate agreements with the Company, depending on the date of their election, which shall set out their duties and powers for the performance of their duties as Director and Manager of the Company.”

29. Approval of the amendment of the current Article 18.1 of the Articles of Incorporation (Article 17.1 after renumbering, in case of approval by the EGMS of the above item 8 on the agenda), which will read as follows:

“[18.1]/[17.1] The Managers of the Company shall represent the Company in relation to third parties and in front of the courts. The Managers of the Company shall be responsible for taking all actions related to the management of the Company and representing the Company according to the powers delegated to them by the Board of Directors and in compliance with the exclusive powers reserved by the Articles of Association and the Companies Law to the Board of Directors and the General Meeting of Shareholders.”

30. Approval of the deletion of the current Article 22.1(i) of the Articles of Association (Article 21.1(i) after renumbering, in case of approval by the EGMS of the above item 8 on the agenda).
31. Approval of the ratification of the sale and purchase agreement concluded by the Company, as purchaser, for 100% of the share capital of AROBS Pannonia Software Kft., as per the presentation material related to this agenda item.
32. Approval of the ratification of the sale and purchase agreement concluded by the Company, as purchaser, for 99.99% of the share capital of Future Workforce Global S.A., as per the presentation material related to this agenda item.
33. Setting the date of:
- 17 October 2023 identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of no. 24/2017; and
 - 16 October 2023 as “ex-date” calculated in accordance with the provisions of Article 2 para. (2) letter (l) of Regulation 5/2018.

As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.

34. Approval of the empowerment of the Chairperson of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the EGMS, the Articles of Association of the Company, to file and request the publication of the EGMS resolution in the Official Gazette of Romania Part IV, to receive any documents, to carry out any necessary formalities before the Trade Registry Office, as well as before any other authority, public institutions, legal entities or individuals, and to carry out any acts for implementing and ensuring the opposability of the resolutions to be adopted by the EGMS. The Chairperson of the Board of Directors may delegate all or part of the powers conferred above to any/all persons competent to carry out this mandate.

Proposed agenda for the first and second convening of the OGMS:

1. Appointment of five (5) members to the Board of Directors, from the candidates proposed by the Board of Directors and the shareholders of the Company, for a term of four (4) years from the date of the OGMS Resolution. The candidates proposed by the Board of Directors are as follows:
 - Voicu Oprean, for the position of executive member of the Board of Directors
 - Mihaela-Stela Cleja, for the position of non-executive member of the Board of Directors
 - Răzvan-Dimitrie Gârbacea, for the position of non-executive and independent member of the Board of Directors
 - Ioan-Alin Nistor, for the position of non-executive and independent member of the Board of Directors
 - Aurelian-Călin Deaconu, for the position of executive member of the Board of Directors

The current terms of office of the members of the Board of Directors, which would have expired on 1 October 2023, shall cease as of the same date, i.e. as of the date of the OGMS resolution appointing the members of the Board of Directors pursuant to this item on the agenda.

2. Setting the date of:
 - 17 October 2023 identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 87 para. (1) of no. 24/2017; and
 - 16 October 2023 as “ex-date” calculated in accordance with the provisions of Article 2 para. (2) letter (l) of Regulation 5/2018.

As they are not applicable to this OGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.

3. Approval of the empowerment of the Chairperson of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the OGMS, to file and request the publication of the OGMS resolution in the Official Gazette of Romania Part IV, to receive any documents, to carry out any necessary formalities before the Trade Registry Office, as well as before any other authority, public institutions, legal entities or individuals, and to carry out any acts for implementing and ensuring the opposability of the resolutions to be adopted by the OGMS. The Chairperson of the Board of Directors may delegate all or part of the powers conferred above to any/all persons competent to carry out this mandate.

Important information regarding the EGMS and OGMS

- A. **Reference date** - The reference date approved by the Board of Directors that serves to identifying the shareholders who have the right to participate in the EGMS and OGMS, and to vote at the first and, respectively, second convening, is 19 September 2023 (“**Reference Date**”).
- B. **The right to propose candidates for the position of member of the Board of Directors** The shareholders of the Company may submit proposals for candidates for appointment as member of the Board of Directors. In this regard, they will specify in the proposal information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

- (i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);
- (ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors;
- (iii) in the case of a candidate's proposal for the position of independent member, an affidavit confirming that all eligibility criteria have been met (the template of such document being available as part of the supporting materials); and
- (iv) the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials).

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (accompanied by the documents attesting the identity of the shareholder / candidate), sending in this regard a written request to the address ir@arobs.com, no later than 13 September 2023 at 23:59, with the written mention "Proposal for candidates for the position of member of the Board of Directors". The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be published on the Company's website, and will be updated daily, until 14 September 2023, at 18:00, in the section dedicated to investor relations (<https://arobs.com/arobs-for-investors/>).

C. Supplementing the agenda and presentation of draft resolutions

One or more shareholders representing, individually or jointly, at least 5% of the share capital is / are entitled to:

- to propose items on the EGMS and OGMS agenda, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the EGMS and OGMS. If the exercise of this right results in the modification of the already published EGMS and OGMS agenda, the Company shall make available a revised agenda, using the same procedure as the one used for the previous agenda, before the Reference Date and at least 10 days before of the EGMS and OGMS date;
- submit draft resolutions for the items included or proposed to be included on the EGMS and OGMS agenda.

D. Deadline: Proposals for adding new items to the agenda and proposals for draft resolutions shall be submitted so as to be registered by the Company no later than 13 September 2023, at 18.00 , in writing only, and the proposals made shall be sent by courier to the Company's address in Cluj Napoca, 63 Minerilor Street, or by electronic means to the e-mail address ir@arobs.com, accompanied by the documents identifying the shareholder making such proposals, as set out in Section G below. The agenda completed with the items so proposed by the shareholders will be published, at the latest on 18 September 2023.

E. Asking questions Each shareholder has the right to ask questions on items on the agenda of the EGMS and OGMS prior to the meeting and the Company has the obligation to answer shareholders' questions. For identification, shareholders who submit written questions prior to the EGMS and OGMS meeting, will submit the questions to the Company by the means provided in Section G below, accompanied by the shareholder's identification documents (defined in Section G below). The answers to these questions will be presented at the EGMS and OGMS. The Board of Directors may provide a general

answer to questions with the same content. The Board of Directors will publish the answers to the shareholders' questions on the Company's website in the "GMS" section.

Deadline: the deadline for registration of written questions with the Company is the working day prior to the EGMS and OGMS date (first or second call), respectively 28 September 2023 for the first call and 29 September 2023 for the second call. Shareholders who have not submitted their questions by the above deadline may submit them directly to the EGMS and OGMS in person or via the online platform for the meeting.

F. Procedure for attending and voting based on power of attorney

General provisions

Every shareholder registered as of the Reference Date is entitled to appoint any other natural or legal person as attorney to attend and vote on his/her behalf at the EGMS and OGMS, based on a special or general power of attorney.

A shareholder may appoint a single person to represent him/her at the EGMS and OGMS. However, if the shareholder holds Company's shares in several securities accounts, this restriction will not prevent him/her to appoint a separate attorney for the shares held in each securities account in relation to the EGMS and OGMS.

The attorney enjoys the same rights to speak and ask questions at the EGMS and OGMS that the shareholder whom he/she represents would enjoy. To be appointed attorney, the respective person must have legal competence .

If a shareholder is represented by a credit institution providing custody services, it will be able to vote at the EGMS and OGMS based on the voting instructions received by electronic communication means, without the shareholder having to give a special or general power of attorney in this respect. The custodian will vote at the EGMS and OGMS exclusively according to and within the limit of the instructions received from its clients having the quality of shareholders as of the Reference Date.

In case that, at the EGMS and OGMS, according to legal provisions, of items not included on the published agenda are discussed, the attorney may vote in relation to such topics according to the interest of the shareholder he/she represents. Failure to submit the general or special power of attorneys by the set data is sanctioned by losing the right to vote by attorney at the EGMS and OGMS.

General power of attorney

The shareholder may grant a general power of attorney valid for a period of maximum 3 years, unless the parties expressly set a longer period, provided that the power of attorney is granted by the shareholder, as client, to an intermediary defined according to art. 2 para. (1) point 20 of Law no. 24/2017 or to a lawyer. The general power of attorney must contain at least the following information:

- (i) shareholder's name;
- (ii) attorney's name (person to whom power of attorney is granted);
- (iii) power of attorney's date, as well as its validity period; powers of attorney having a subsequent date will revoke the powers of attorney having a prior date;
- (iv) should state that the shareholder grants power of attorney to the attorney to attend and vote in his/her name, based on the general power of attorney, at the general shareholders meeting for the entire holding of the shareholder as of the Reference date, expressly specifying the Company or containing a generic wording regarding a certain category of issuers.

General powers of attorney failing to contain at least the information above will not be binding for the Company. The general power of attorney cannot be used if the attorney has a conflict of interest that may occur especially in the following cases:

- a) is a majority shareholder of the Company or another person controlled by the respective shareholder;
- b) is a member of an administrative, management or supervisory body within the Company, a majority shareholder or a controlled person, according to the provisions of letter a);
- c) is an employee or auditor of the Company or of a majority shareholder or a controlled entity, according to the provisions of letter a);
- d) is the spouse, relative or up to fourth degree in-laws inclusively of one of the natural persons specified under letters a)-c).

By the power of attorney, a shareholder may appoint one or more substitute attorneys securing his/her representation at the OGMS in case it is impossible for the empowered person to carry out his/her mandate. In case the power of attorney names several substitute attorneys, the order in which they will carry out the mandate will also be set.

The attorney may not be replaced by another person unless this right was expressly granted thereto by the shareholder in the power of attorney. If the attorney is a legal person, it may carry out the mandate received through any person who is part of its administration or management body or who is its employee. The powers of attorney, before their first use, are sent to the Company in copy, certified as true copy by the attorney, using the means specified at Section I below, so that the Company registers them at least 48 hours before the date of the first call of the EGMS and OGMS, together with an affidavit, in original, issued by the legal representative of the intermediary or by the lawyer being granted power of attorney by means of the general power of attorney signed and, as the case may be, stamped, stating that:

- the power of attorney is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be;
- the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, as the case may be.

The general power of attorney ends:

- by written revocation by the shareholder having granted it, sent to the Company the latest by the deadline for submitting powers of attorney valid for the OGMS, in Romanian or English language; or
- if the shareholder granting the power of attorney loses its quality of shareholder as of the Reference Date; or
- if the attorney loses the quality of intermediary or lawyer.

Deadline: The general powers of attorney, before their first use, accompanied by the attorney's affidavit in original, will be sent to the Company so that the latter may register the same the latest on 27 September 2023, 13:00.

Special power of attorney

The special power of attorney may be granted to any person for the purpose of representation at the OGMS and EGMS based on the form made available by the Company and will contain specific voting instructions from the shareholder, clearly stating the voting option for every item included on the

EGMS and OGMS agenda. The special power of attorney may be granted only by using the special power of attorney form made available to shareholders by the Company according to section K below.

Deadline: The Special Powers of Attorney, accompanied by the attorney's affidavit in original, will be sent to the Company so that the latter may register the same the latest on 27 September 2023, 13:00.

G. Procedure of voting by correspondence

The Company's Shareholders registered as of the Reference Date in the Company's shareholder register kept by Depozitarul Central S.A. have the option to vote by correspondence by using the ballot form for the vote by correspondence made available to shareholders by the Company, in both Romanian and English language, made available to them starting with 29 August 2023, on the Company's website, in the electronic voting platform or the address of the company from Cluj Napoca, 63 Minerilor street. The vote by correspondence may be exercised by a conventional attorney of the shareholder only in case he/she received from the respective shareholder a special/general power of attorney to be submitted to the Company or if the attorney is a credit institution providing custody services, as detailed at Section F above. If the person representing the shareholder by attending the EGMS and OGMS in person is different than that who expressed the vote by correspondence, for the purpose of the validity of his/her vote, he/she will submit to the EGMS and OGMS meeting secretary a written cancellation of the vote by correspondence signed by the shareholder or by the attorney who voted by correspondence. This will not be necessary in case the shareholder or his/her legal representative is present in person at the EGMS and OGMS. In case of vote by correspondence, the voting ballots, filled in in Romanian or English and signed, together with a copy of the shareholder's identity document, will be sent to the Company by the means specified at Section I below. The voting ballots by correspondence failing to contain at least the information included in the form made available by the Company will not be binding for the Company. Failure to send the voting ballots by correspondence by the date set is sanctioned by losing the right to vote at the EGMS and OGMS. **Deadline:** The voting ballots by correspondence, together with the specified documents, will be sent to the Company so that the latter may register the same the latest on 27 September 2023 , time:13:00.

H. Shareholders may choose to cast their vote by electronic means of voting.

Online voting through the use of electronic means of voting according to art.197 of FSA Regulation 5/2018 on issuers of financial instruments and market operations by accessing the link <https://arobs.evot.ro> from any device connected to the Internet.

For identification and online access to the GMS, shareholders provide the following information:

- a) Natural Persons:
 - First and Second name;
 - Personal Identification Number (PIN);
 - E-mail address;
 - Copy of identity document (identity card, passport, residence permit)*
 - Phone number (optional)
- b) Legal persons:
 - Name of the legal person;
 - Sole identification code;
 - First and second name of the legal representative;
 - Personal Identification Number (PIN) of the legal representative;

- E-mail address;
- Legal representative identity card (identity card, passport, residence permit) *
- Copy of the certificate issued by the trade register or any equivalent document issued by a competent authority of the State in which the legal person shareholder is legally registered, presented in the original or a copy in accordance with the original. The documents certifying the quality of the legal representative of the legal entity shareholder will be issued no later than 30 days before the reference date.*
- Phone number (optional)

Documents submitted in a language other than English will be accompanied by a translation by an authorized translator into Romanian / English.

**the electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. The files to be uploaded can have one of the following extensions: .jpg, .pdf, .png. The shareholder can log in and vote whenever it wants in the interval designated for voting by mail and / or live, the last voting option being the registered one.*

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in case the respective natural person is a shareholder in the related reference data. The identification made by the Company in the case of legal entities, special or general proxies gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the authorized person.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Register of Shareholders at the reference date, the shareholder will be notified and will be directed to contact the Investor Relations Department at ir@arobs.com.

Voting forms by mail can be sent electronically by electronic means of voting according to art.197 of Regulation 5/2018 of the FSA. on issuers of financial instruments and market operations. The identification and casting of the vote by electronic mail is done by accessing the link: <https://arobs.evotero.ro>.

Electronic voting forms may be submitted at any time from the beginning of the vote until the live session of the general meeting of shareholders, the last voting option submitted being the registered one.

In the event that the shareholder who voted by mail participates in the general meeting in person or by representative (provided that a special / general power of attorney was sent in accordance with the conditions mentioned in this call), the vote by mail cast for that GMS will remain valid only if the shareholder does not express another voting option in person or through a representative.

If the person representing the shareholder by personal participation in the general meeting is other than the one who expressed the vote by mail, then for the validity of his vote he presents to the meeting a written revocation of the vote by mail signed by the shareholder or the representative who expressed the vote by correspondence.

I. Ways of transmitting documents and other formalities

All documents mentioned in this call as necessary in order to exercise the shareholder rights related to the EGMS and OGMS will be sent to the Company so as to be registered by the Company within the deadlines provided by this call, as follows: - by submission to the Registry or mail with confirmation of receipt at: Romania, Cluj-Napoca, 63 Minerilor Street, Cluj County, with the statement clearly expressed on the envelope: “*For the Extraordinary and Ordinary General Meeting AROBS Transilvania Software SA convened for 29 September 2023/2 October 2023*” or - to the e-mail

address ir@arobs.com with an extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, with the clear mention on the subject of the e-mail: “*For the Extraordinary and Ordinary General Meeting AROBS Transilvania Software SA convened for 29 September 2023/2 October 2023*”.

The identification documents mentioned in this call always refer to:

- (a) copy of the valid identity document of the natural person shareholder (identity card / passport), bearing the shareholder's signature, date and the statement “According to the original”; or
- (b) proof that the person signing the deed exercising the right or procedure provided for in this call is the legal representative of the shareholder (if the shareholder did not provide the central depository / participant with appropriate information on his legal representative) and, in any case, a copy of the identity card / passport of the legal representative bearing the shareholder's signature, the date and the statement “According to the original”.

Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation by an authorized translator into Romanian or English. If the legal entity shareholder has not provided the Central Depository / participant with appropriate information regarding his legal representative, proof of legal status of the shareholder shall be provided on the basis of relevant documents issued by the trade register or other similar authority of the state in which the shareholder is registered, within the validity period.

The quality of shareholder, as well as, in the case of legal entities shareholders or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the Reference Date, received by the Company from DEPOZITARUL CENTRAL - SA, on based on the following documents submitted to the Company by the shareholder, issued by DEPOZITARUL CENTRAL - SA or by participants providing custody services:

- (a) the statement of account showing the quality of shareholder and the number of shares held;
- (b) documents certifying the registration of the information regarding the legal representative at the DEPOZITARUL CENTRAL - S.A./respective participants.

J. Obligations of the representative. Submission of powers of attorney and copies of identity documents

The representative shall be required to vote in accordance with the instructions given by the nominating shareholder. In the case of the special power of attorney, an original copy, completed in Romanian or English and signed by the shareholder, together with a copy of the identity document of the shareholder and the representative, will be sent to the Company according to Section I above. Special powers of attorney that do not contain at least the information contained in the form provided by the Company are not opposable to the Company.

Deadline: The special powers of attorney, accompanied by the mentioned documents will be sent to the Company so that they will be registered with the Company no later than 27 September 2023, time 13:00.

K. Documents and information materials for the OGMS

Documents and information materials on the items on the OGMS agenda, this call, draft decisions, total number of shares and voting rights at the date of the convocation, as well as special power of attorney forms and correspondence forms for the OGMS will be made available to shareholders, both in Romanian and in English, starting with 29 august 2023, at the office of the Romanian Company, Cluj-Napoca, 63. Minerilor street, Cluj county and will be made available on the Company’s website (www.arobsgrup.ro, “Investors” section <General Shareholders’ Meetings>).

At the date of the call, the share capital of the Company consists of 871,293,609 registered shares, of which 47,999,492 shares are held by the Company and do not confer voting rights. Therefore, at the date of the convocation, the total number of voting rights attached to the shares issued by the Company is 823,294,117 voting rights. The draft decisions proposed by the shareholders will be added to the Company's website as soon as possible, after their receipt by the Company. Additional information can be obtained from the Investor Relations Department at the e-mail address: ir@arobs.com and on the Company's website www.arobsgrup.ro.

Recommendation

Arobs Transilvania Software S.A. recommends its shareholders that, as far as possible:

- to access the informative materials in electronic format,
- to vote by mail,
- use electronic means of communication.

Voicu OPREAN

Chairman of the Board of Directors