

REGULATIONS OF THE NOMINATION AND REMUNERATION COMMITTEE OF AROBS TRANSILVANIA SOFTWARE S.A.

These Regulations have been established and approved by the Board of Directors (the “Board of Directors”) of Arobs Transilvania Software S.A. (the “Company”) and aim to define and detail the principles, rules and corporate governance practices applied by the Company’s Nomination and Remuneration Committee (the “Committee”) with respect to its purpose, organization and operation. This document shall be permanently adapted to the requirements and needs of the Board of Directors and may be amended at any time by a resolution thereof.

These Regulations are supplemented by the applicable legal provisions, the provisions of the Company’s articles of association, the provisions of the Bucharest Stock Exchange Corporate Governance Code (the “BVB Code”), as well as by other internal regulations approved by the Company’s corporate bodies.

For the purposes of these Regulations, the term “director” refers to any member of the Board of Directors, the term “executive director” refers to the director to whom the management of the Company has been delegated, and the term “manager” refers to the person to whom the management of the Company has been delegated by the Board of Directors and who has entered into a mandate agreement with the Company, excluding executive directors.

I. PURPOSE OF THE COMMITTEE

The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities by establishing principles for the selection of candidates for the position of member of the Board of Directors, selecting candidates for election or re-election as members of the Board of Directors, being involved in the process of selecting managers, determining the remuneration of the Company’s directors and managers, formulating proposals to be submitted to the decision of the Board of Directors, drafting a proposal regarding the remuneration policy and managing share buyback programs intended for employees and persons holding management positions.

II. COMPOSITION, EXPERTISE AND INDEPENDENCE

2.1. As a rule, the members of the Committee are appointed and revoked by the Board of Directors from among the non-executive directors of the Company.

2.2. The Committee shall consist of at least two members, one of whom shall be an independent member.

2.3. By way of exception, one of the founders of the Company, even if acting as an executive director and/or manager, may be a member of the Committee. This is justified by the founder’s

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overall knowledge of the Company's business, in particular with regard to the Company's standards in the recruitment process of members of the Board of Directors and managers, as well as with regard to their remuneration framework, in relation to the Company's financial position and strategy. The benefits brought by his or her presence within the Committee are therefore considered compatible with the Committee's mission.

2.4. The Chairperson of the Board of Directors shall be a member of the Committee.

2.5. The Board of Directors shall appoint a chairperson of the Committee. In the absence of the Committee chairperson and/or a designated deputy, the other members present shall elect one of their number to chair the meeting.

2.6. During their term of office, the members of the Committee shall not hold positions, statuses or carry out transactions that could be considered incompatible with the Committee's mission.

2.7. If a member of the Committee becomes aware of any circumstance that may prejudice or reasonably affect his or her independence or the perception thereof, such member shall immediately inform the chairperson of the Committee or, in the case of the chairperson, the other members of the Committee of such circumstances. The Committee shall consult with the Board of Directors to determine whether there are sufficient grounds for resignation from, or termination of, membership in the Committee.

III. POWERS AND RESPONSIBILITIES OF THE COMMITTEE

3.1. The Committee shall have the following duties:

A) In the field of nomination activities:

3.1.1. preparation and establishment of criteria for the selection of members of the Board of Directors, including criteria for assessing their independence;

3.1.2. evaluation of and proposal to the Board of Directors of candidates for appointment, reappointment or removal from the position of member of the Board of Directors. The Committee may reject candidates who do not meet the criteria for holding the position of member of the Board of Directors. The Board of Directors, through the Nomination and Remuneration Committee, shall also monitor the process of nominating candidates for Board membership;

3.1.3. ensuring that persons standing for election as members of the Board of Directors have the necessary education and experience to perform their duties. New members of the Board of Directors shall be provided with the information necessary to familiarize themselves with the

Company's activity and operations. Where necessary, the Committee shall take steps to ensure additional training;

3.1.4. reviewing and recommending to the Board the size and composition of the Board and leading the creation and ongoing review of the Board profile;

3.1.5. with regard to the selection of managers, whose appointment falls within the responsibility of the Board of Directors, establishing and submitting for approval by the Board of Directors the procedure for selecting managers; establishing selection criteria for managers; carrying out the final evaluation of candidates for managerial positions for the purposes of appointment and conclusion of mandate agreements;

3.1.6. assisting the Board in developing succession plans for executive management, as well as emergency succession plans and the recruitment process for the Chief Executive Officer.

B) In the field of evaluation activities:

3.1.7. preparation of the periodic performance evaluation of directors and managers, through the use of a self-assessment process;

3.1.8. at least annual evaluation of the independence of the members of the Board of Directors and of the committees;

3.1.9. at least annual verification of the number of mandates held by directors and managers in other companies;

3.1.10. sharing the results of the Board evaluation with the entire Board and establishing follow-up actions, where necessary, including professional development and training plans for the Board;

3.1.11. performing other tasks related to the appointment or removal of directors or managers, as instructed by the Board of Directors.

C) In the field of remuneration activities:

3.1.12. drafting a proposal regarding the remuneration policy to be followed, which shall be adopted by the General Meeting of Shareholders;

3.1.13. issuing recommendations and formulating a proposal regarding the remuneration of each member of the Board of Directors and of the managers, within the limits of the remuneration policy. Such proposal shall include: the remuneration structure and the amount of fixed remuneration, the shares and/or options to be granted and/or other variable remuneration components, the performance criteria used, the analyses performed regarding working

assumptions and the ratio to the maximum and minimum salary limits within the Company and its affiliated undertakings. When drafting the remuneration proposal, the Committee shall take into account the individual views of the members of the Board of Directors and managers regarding the value and structure of their own remuneration;

3.1.14. preparation of the remuneration report;

3.1.15. being informed of and advising the Board of Directors on any major changes in employee benefit structures at the level of the entire Company or its subsidiaries;

3.1.16. supervising the administration of the Company's compensation and benefits plans;

3.1.17. proposing performance objectives for the granting of cash-based remuneration linked to such objectives and/or proposing objectives for the granting of shares or share purchase options;

3.1.18. managing all aspects related to any share buyback program intended for persons holding management positions, including, without limitation (subject to the rules of the relevant program and any applicable legal and stock exchange requirements):

- selection of eligible persons holding management positions within the Company and its subsidiaries to whom options will be granted or shares will be allocated;
- vesting schedule;
- number of shares to be allocated or in respect of which options are to be granted;
- exercise price of the options to be granted or of the shares to be allocated;
- imposition of any objective condition that must be met before any option or share allocation may be exercised.

3.2. In connection with the above, the Committee shall at all times take into consideration publicly available information or other available information regarding payments, bonuses and other benefits of persons holding management positions within companies comparable to the Company.

3.3. In performing its duties, the Committee:

3.3.1. shall have access to sufficient resources to carry out its responsibilities;

3.3.2. shall benefit from adequate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members;

3.3.3. shall give due consideration to all applicable laws and regulations, including (without limitation) the provisions of the Romanian Civil Code, Law no. 31/1990 on companies, the BVB Code and Law no. 24/2017 on issuers of financial instruments.

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IV. OPERATION OF THE COMMITTEE

4.1. Committee meetings

4.1.1. The Committee shall meet at least twice a year on dates agreed by its members or set by the Committee chairperson.

4.1.2. Committee meetings shall be convened by the chairperson of the Committee, at the request of any of its members.

4.1.3. The chairperson of the Committee shall specify the agenda and duration of the meetings and shall ensure the effective exercise of the Committee's duties.

4.1.4. Committee meetings shall be organized prior to the Board of Directors meeting scheduled for the relevant month, in order to allow, where applicable, the timely preparation of reports for the Board of Directors.

4.1.5. The Committee may meet by videoconference or teleconference, if the chairperson of the Committee so decides. The chairperson may also request the Committee to adopt decisions regarding certain documents through an exchange of emails, faxes or letters.

4.1.6. Unless all Committee members agree otherwise, the convening notice confirming the place, time and date of the meeting, any details relating to teleconferences and the agenda shall be sent to each Committee member and to any other person whose participation is required, as soon as possible, but in any event no later than five business days prior to the meeting date. The convening notice and any necessary documents may also be sent by email.

4.1.7. The Committee may invite other persons to attend its meetings, such as other directors, managers of the Company or any other persons (employees, consultants, etc.), as it deems necessary or appropriate. However, the Committee shall meet without such directors or managers during meetings in which their remuneration or performance is discussed or determined. For the avoidance of doubt, no manager of the Company shall participate in the decision-making process regarding the remuneration of the Company's managers.

4.2. Quorum and majority

4.2.1. The quorum shall be deemed fulfilled and the Committee shall validly meet when at least two members are present (including the chairperson of the Committee). Participation of a member in a meeting by video or audio means shall be considered valid for the purpose of determining the quorum.

4.2.2. The Committee shall adopt decisions by consensus. If consensus cannot be reached, decisions shall be adopted by a simple majority of the votes of the members present.

4.2.3. A written decision signed or approved by letter, email, telegram or fax by all Committee

members shall be valid and shall have the same effect as a decision adopted at a Committee meeting.

4.3. Minutes

4.3.1. The chairperson of the Committee shall appoint a secretary who shall draft the minutes of the Committee meetings and the resolutions adopted. The minutes shall indicate the time and place of the meeting, list the persons attending, mention the existence of any conflict of interest and summarize the matters discussed during the meeting.

4.3.2. The minutes of the Committee meetings shall be promptly communicated to all Committee members and shall be approved at the next meeting and, once approved, communicated to all members of the Board of Directors, except where a conflict of interest exists.

V. SELF-EVALUATION

5.1.1. The Committee shall evaluate its performance, composition and these Regulations at least once a year and shall submit to the Board of Directors, for approval, recommendations regarding any amendments it considers necessary.

VI. REPORTING RESPONSIBILITIES

6.1.1. The chairperson shall formally report to the Board of Directors on the deliberations, findings and procedures of the Committee after each of its meetings, with respect to all matters falling within its duties and responsibilities.

6.1.2. The Committee shall formulate recommendations to the Board of Directors, as it deems necessary, in any area falling within its competence and where actions or improvements are recommended.

These Regulations shall enter into force upon their approval by the Board of Directors and may be amended whenever necessary, by resolution of the Board of Directors.