

**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 GENERAL MEETINGS OF THE SHAREHOLDERS**

**Convened for 04 March 2024/ 05 March 2024**

**Output no. 125/ 30 January 2024**

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 04 March 2024, at 11:00, 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 23 February 2024, 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 05 March 2024, at 11:00 , 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.The buyback by the Company of its own shares, on the stock exchange where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, subject to the following conditions:

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**AROBS TRANSILVANIA SOFTWARE S.A.**

11 Donath street, building M4, entrance 2, 3rd floor, ap. 28, Cluj-Napoca, Cluj, Romania  
Sole Identification Code: RO 11291045 • Registration Number Trade Registry: J12/1845/1998  
E-mail: [ir@arobsgroup.com](mailto:ir@arobsgroup.com) • [www.arobs.com](http://www.arobs.com)

- the buyback program will be done at the minimum price of RON 0,1 per share and a maximum price equal to RON 1,4 per share;
- the aggregate value of the buyback program is up to RON 15,400,000;
- the buyback program will target the buyback of a maximum number of 11,000,000 shares;
- the buyback program will take place for a maximum period of 18 months from the date of publication of the decision adopted in this regard in the Official Gazette of Romania, part IV;
- the buyback transactions will have as object only fully paid-up shares and will be made only from the Company's distributable profit or available reserves, recorded in the last approved annual financial statement, except for legal reserves;
- the buyback program will have as its purpose the objectives referred to in article 5 para. (2) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC ("MAR") or, to the extent the buyback transactions do not benefit from the exemptions set out by the MAR provisions and by the provisions of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, such transactions will be performed in compliance with the provisions of art. 14 and 15 of MAR (each being assessed on a case-by-case basis);
- the Board of Directors is authorised to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and deeds for the fulfillment of the decisions to be adopted by the EGMS regarding this point on the agenda, including (but without limitation) regarding the adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program.

2. Setting the date of:

- 15 March 2024 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
- 14 March 2024 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.

3. The authorization of the executive members of the Board of Directors and/or the Company's Managers acting jointly or severally, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including, but without limitation, the Resolutions of the EGMS of the Company, to file and to request the publication of the Resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well

as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the Resolutions which will be adopted by the EGMS.

### **Important information regarding the EGMS**

- 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 to vote at the first and, respectively, second convening, is 23 February 2024 (“**Reference Date**”).
- B. **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:
  - a. to propose items on the EGMS agenda, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the EGMS. If the exercise of this right results in the modification of the already published EGMS 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 date;
  - b. submit draft resolutions for the items included or proposed to be included on the EGMS agenda.
- C. **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 16 February 2024, 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](mailto:ir@arobs.com), accompanied by the documents identifying the shareholder making such proposals, as set out in Section H below. The agenda completed with the items so proposed by the shareholders will be published, at the latest on 22 February 2024.
- D. **Asking questions** Each shareholder has the right to ask questions on items on the agenda of the EGMS 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 meeting, will submit the questions to the Company by the means provided in Section H below, accompanied by the shareholder's identification documents (defined in Section H below). The answers to these questions will be presented at the EGMS. 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 date (first or second call), respectively 01 March 2024 for the first call and 04 March 2024 for the second call. Shareholders who have not submitted their questions by the above deadline may submit them directly to the EGMS in person or via the online platform for the meeting.

## **E. 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, based on a special or general power of attorney.

A shareholder may appoint a single person to represent him/her at the EGMS. 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.

The attorney enjoys the same rights to speak and ask questions at the EGMS 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 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 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, 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.

### 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 EGMS 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 H below, so that the Company registers them at least 48 hours before the date of the first call of the EGMS, 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 EGMS, 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 02 March 2024, 11:00.

*Special power of attorney*

The special power of attorney may be granted to any person for the purpose of representation at the 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 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 J 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 02 March 2024, 11:00.

**F. 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 01 February 2024, 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 E above. If the person representing the shareholder by attending the EGMS 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 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. 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 H 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.

**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 02 March 2024, time: 11:00.

**G. 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](mailto: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.evot.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.

#### **H. 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 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 General Meeting AROBS Transilvania Software SA convened for 04 March 2024/ 05 March 2024”* or - to the e-mail address [ir@arobs.com](mailto: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 General Meeting AROBS Transilvania Software SA convened for 04 March 2024/ 05 March 2024”*.

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.

#### **I. 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 H 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 02 March 2024, time 11:00.

#### **J. Documents and information materials for the EGMS**

Documents and information materials on the items on the EGMS 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 EGMS will be made available to shareholders, both in Romanian and in English, starting with 01 February 2024, 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](http://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 35,203,467 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 836,090,142 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](mailto:ir@arobs.com) and on the Company's website [www.arobsgrup.ro](http://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.

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Chairman of the Board of Directors