

Information notes on the items on the agenda of the Extraordinary General Meeting of Shareholders convened for 04 March/ 05 March 2024

AROBS TRANSILVANIA SOFTWARE S.A., a joint stock company, registered at the Trade Register Office of the Court of Cluj under no. J12/1845/1998, CUI 11291045, Unique European Identifier (EUID): ROONRC. J12/1845/1998, registered office located in Cluj-Napoca, 11 Donath Street, bl. M4, entrance 2, floor 3, ap. 28, Cluj County, with a subscribed and fully paid share capital of RON 87,129,360.90 (hereinafter referred to as „**the Company**” or „**AROBS**”),

Considering that the Extraordinary General Meeting of Shareholders („**EGMS**”) of the Company is convened for 04 March (first convocation) / 05 March 2024 (second convocation),

Pursuant to Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended („**Regulation no. 5/2018**”),

The Company brings to the attention of its shareholders the following supporting notes on the following items on the agenda of the EGMS:

Point 1

According to Article 103¹ of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented (the “**Companies Law**”), the buyback of shares can take place under the following conditions:

„a) the authorization of the purchase of its own shares is given by the extraordinary general meeting of the shareholders that establishes the conditions to acquire the shares, mostly the maximum number of shares which is going to be purchased, the period for which the authorisation is granted and which cannot exceed 18 months as from the date when the decision was published in the Official Gazette of Romania, Part IV, and in case of a purchase for a consideration, their minimum and maximum equivalent value;

b) the nominal value of the own shares purchased by the company, including those already existing in its portfolio, cannot exceed 10% of the subscribed registered capital;

c) the transaction can only have as object fully paid shares;

d) the payment of the shares thus purchased shall be done only out of the distributable profits or of the available reserves of the company, as registered in the last approved annual financial statement, except for the legal reserves”.

Consequently, the buyback program which is put to the shareholders’ vote in accordance with point 1 on the agenda of the Extraordinary General Meeting of Shareholders convened for 04 /05 March 2024 (the “**EGMS**”) fulfils the requirements of the Companies Law.

In addition to the provisions of the Companies Law, in accordance with 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 (“**Regulation 2016/1052**”) and those of article 5 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**”), the prohibitions in articles 14 (prohibition of insider dealing and of unlawful disclosure of inside information) and 15 (prohibition of market manipulation) of MAR do not apply to trading in own shares in buy-back programmes where:

- (a) the full details of the program are disclosed prior to the start of trading;
- (b) trades are reported as being part of the buy-back program to the competent authority of the trading venue in accordance with paragraph 3 and subsequently disclosed to the public;
- (c) adequate limits with regard to price and volume are complied with; and
- (d) it is carried out in accordance with the following objectives: (i) to reduce the capital of the issuer; (ii) to meet obligations arising from debt financial instruments that are exchangeable into equity instruments; or (iii) to meet obligations arising from share option plans, or other allocations of shares, to employees or to members of the administrative, management or supervisory bodies of the issuer or of an associate company; and
- (e) the conditions set out in MAR and in the technical standards of Regulation 2016/1052 are complied.

Thus, the Company will either carry out the buyback program in accordance with the abovementioned provisions (the “safe harbour”) or, as the case may be, to the extent the buyback do not benefit from the safe harbour, in compliance with the prohibitions in articles 14 (prohibition of insider dealing and of unlawful disclosure of inside information) and 15 (prohibition of market manipulation) of MAR.

The Board of Directors will ensure adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program (the purpose of the program currently still being subject to analysis at the level of the Board of Directors).

Point 2

In accordance with Article 86 of Law no. 24/2017 and Article 2(2)(f) of Regulation no. 5/2018, the registration date is the calendar date used to identify the shareholders who are to receive dividends or other rights and on whom the effects of the resolutions of the general meeting of shareholders are to be felt. This date shall be fixed at the general meeting of shareholders and shall be at least 10 working days after the date of the general meeting of shareholders.

According to Article 2(2)(l) of Regulation 5/2018, the ex-date is the date before the registration date with one settlement cycle minus one business day, from which the financial instruments

subject to the resolutions of the corporate bodies are traded without the rights arising from that resolution.

Point 3

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.