Special Power of Attorney

for shareholders natural persons

for the Extraordinary General Meetings of Shareholders of AROBS TRANSILVANIA SOFTWARE S.A.

dated 04.03.2024/05.03.2024

The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

\*Please fill in the surname and first name of the shareholder private individual

identified with the Identity Card / Passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ delivered by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

as shareholder of **AROBS TRANSILVANIA SOFTWARE S.A.**, a joint-stock company with its registered office in Romania, Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj County, registered with the Trade Register Office attached to Cluj Court under no. J12/1845/1998, Tax Reference Number 11291045, Romania (the Company),

Hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* Please fill in the name and surname of the authorized private individual to whom this Power of Attorney is granted,* identified with the Identity Card / Passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, delivered by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

OR

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\* Please fill in the name of the shareholder legal entity

with registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, tax reference number / registration number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ equivalent for non-resident legal entities \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

duly represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

Please fill in with the surname and first name of the legal representative

identified with Identity Card / Passport series \_\_\_\_, no.\_\_\_\_\_\_\_\_\_\_, delivered by \_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_ , Personal Identification Number , residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

as my representative in the Extraordinary General Meeting of Shareholders of the Company to be held on 04 March 2024, 11:00 (Romanian Time) – first convening and 05 March 2024, 11:00 (Romanian Time) – second convening, to exercise the voting right related to my interests registrated in the shareholder ledger on the reference date, as follows:

1. Approval of 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:

• 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

1. 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

1. Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTAIN |
|  |  |  |

*Note: Indicate the vote cast by ticking an "X" in one of the spaces for "FOR", "AGAINST" or "ABSTAIN". Where more than one space is ticked with an "X" or no space is ticked, that vote shall be deemed invalid/not cast.*

This Special Power of Attorney:

1. is valid only for the Extraordinary General Meeting of Shareholders for which it has been requested, and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder, under the penalty of the vote being cancelled by the secretaries of the Extraordinary General Meeting of Shareholders;
2. the deadline for recording special powers of attorney with the Company is 02.03.2024, 11:00 (Romanian Time);
3. shall be drawn up in 3 original copies, of which: one copy shall remain with the principal, one copy shall be handed over to the agent and one copy shall be served to the Company;
4. shall be signed and dated by the principal shareholder; in the case of collective shareholders, it shall be signed by all collective shareholders;
5. shall be filled in by the principal shareholder in all the fields marked;
6. contains information in accordance with the Company's Articles of Association, Law 31/1990, Law 24/2017.

I enclose herewith a copy of the identity document allowing my identification in the shareholder ledger of AROBS TRANSILVANIA SOFTWARE S.A., on the reference date (**23.02.2024**), issued by Depozitarul Central S.A. and the copy of the identity document of the agent private individual (Identity Card OR PASSPORT for Romanian citizens, or passport, residence permit for foreign citizens).

OR

In the case of the agent legal entity, we also enclose its Confirmation of Company Details, in original or certified true copy, issued by the Trade Register or any other document, in original or certified true copy, issued by a competent authority in the State of origin, indicating, inter alia, the identity of its legal representative, not older than 30 days prior to the reference date.

The Special Power of Attorney was granted on: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*If the shareholder successively sends more than one Special Power of Attorney, the Company shall deem that the Special Power of Attorney having a later date revokes the previous Special Power(s) of Attorney.

No. of shares: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Surname and first name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\*Please fill in the surname and first name of the shareholder private individual, in clear capital letters

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*In the case of collective shareholders, it shall be signed by all shareholders*.