

To: *Bursa de Valori București S.A.*

*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 11/2024

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities, as subsequently amended and supplemented and the provisions of Article 99 of the Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments.

Date of report	<b>04.03.2024</b>
Name of the Company	<b>AROBS Transilvania Software S.A.</b>
Registered Office	<b>11 Donath Street, building M4, entrance 2, 3<sup>rd</sup> floor, ap. 28, Cluj-Napoca, Cluj, Romania</b>
Email	<a href="mailto:ir@arobsgroup.com">ir@arobsgroup.com</a>
Phone	<b>+40 754 908 742</b>
Website	<a href="http://www.arobs.com">www.arobs.com</a>
Registration nr. with Trade Registry	<b>J12/1845/1998</b>
Fiscal Code	<b>RO 11291045</b>
Subscribed and paid share capital	<b>87,129,360.9 lei</b>
Total number of shares	<b>871,293,609</b>
Symbol	<b>AROBS</b>
Market where securities are traded	<b>Bucharest Stock Exchange, Main Segment, Premium Category</b>

**Important events to be reported:** Resolutions of the EGMS dated 04.03.2024

On 04.03.2024, starting with 11:00, in Cluj Napoca, at 55-57-59 Constantin Brancusi Street, ground floor, Conference Room, took place the Extraordinary General Meeting of Shareholders of Arobs Transilvania Software S.A. (hereinafter referred to as the "Company"). The legal and statutory quorum was constituted at first convocation.

The resolutions of the Extraordinary General Meeting of Shareholders of the Company are attached to this current report.

Voicu OPREAN

Chairman of the Board of Directors

**AROBS TRANSILVANIA SOFTWARE S.A.**

**J12/1845/1998, TAX REFERENCE NUMBER: 11291045**

**Headquarters: Cluj-Napoca, 11 Donath Street, Building M4, 2nd entrance, 3rd floor, apart. 28,  
Cluj county**

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
AROBS TRANSILVANIA SOFTWARE S.A.  
NO. 1 DATED 04.03.2024**

The Extraordinary General Meeting of Shareholders (the "EGMS") of **AROBS TRANSILVANIA SOFTWARE S.A.**, joint-stock company, with headquarters in Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj, registered with the Trade Register Office attached to Cluj Court under no. J12/1845/1998, Tax Reference Number 11291045, with subscribed and paid-up share capital of RON 87.129.360,90, divided into 871.293.609 registered shares in dematerialised form with a face value of RON 0.1 each (hereinafter referred to as the "**Company**"),

convened in accordance with the legal provisions and the provisions of the Company's Articles of Association (the "**Articles of Association**"), according to the notice for convening of the EGMS dated 28.08.2023, as supplemented pursuant to the provisions of Article 117 ind. 1 of the Companies Law no. 31/1990;

legally convened on 04.03.2024, 11:00, at the address Cluj-Napoca, str. Constantin Brâncuși nr. 55-57-59, parter, Conference Room, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Ms Ciegler Erika-Susanne as secretary and Ms Gloria Haas and eVOTE Team as technical secretary;

According to the attendance list of shareholders, Annex 1 hereto, the meeting of the EGMS was attended by shareholders representing 79.249034 % of the share capital and 82.585804 % of the number of existing voting rights, and thus the quorum required to adopt this EGMS Resolution was met.

**Agenda proposed for first and second convening of the Extraordinary General Meeting of Shareholders:**

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:

- 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;

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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 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 (1) 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.

The shareholders present or represented, confirming the aforementioned agenda, have adopted the following resolutions:

**Resolution no. 1**

**Approval of the company's share buyback program**

**In the presence of shareholders representing 79.249034 % (690,491,769 shares) of the share capital and 82.585804% (690,491,769 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.896088% (689,774,264 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.076173% (525,966 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 155,732 abstentions votes and 35,807 votes not cast):**

**[Approved] / [Rejected]:**

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:

- 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.

### **Resolution no. 2**

#### **Approval of some dates**

**In the presence of shareholders representing 79.249034 % (690,491,769 shares) of the share capital and 82.585804% (690,491,769 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.946706% (690,123,780 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.016781% (115,870 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 156,289 abstentions votes) and 95,830 votes not cast):**

**Approved**

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.

### **Resolution no. 3**

#### **Approval of the authorization of the members of the Board of Directors and/or of the Company's Managers**

**In the presence of shareholders representing 79.249034 % (690,491,769 shares) of the share capital and 82.585804% (690,491,769 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.918187 % (689,926,856 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.006959% (48,050 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 158,349 abstentions votes and 358,514 votes not cast):**

**Approved**

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.

**This resolution has been adopted in accordance with the legal provisions in force and the provisions of the Company's Articles of Association.**

Drawn up and signed today, 04.03.2024, in 4 (four) original copies.

**Chairman of the Board of Directors / Chairman of the Sitting**

Mr. Oprean Voicu

**Secretaries**

Ms. Ciegler Erika-Susanne

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