

To: *Bursa de Valori București S.A.*

*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 19/2024

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>16.04.2024</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:** Information document regarding the free assignment of shares to employees and members of the management

The management of AROBS Transilvania Software S.A. (hereinafter referred to as the "Company") informs investors about the free assignment of 12,157,414 shares to employees and members of the management bodies within the Company and affiliated companies, and the publication of the Information Document drawn up in accordance with art. 1 paragraph (4) lit. i) from Regulation no. 1129/2017 regarding the prospectus that must be published in the case of a public offer of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC.

The information document is attached to this current report.

Voicu OPREAN

Chairman of the Board of Directors

**INFORMATION DOCUMENT ON THE FREE ALLOCATION OF SHARES TO EMPLOYEES OF AROBS  
TRANSILVANIA SOFTWARE S.A. AND AFFILIATED COMPANIES**

INFORMATION DOCUMENT PURSUANT TO ART. 1 PARAGRAPH (4) LIT. (I) OF REGULATION NO. 1129/2017 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING ON A REGULATED MARKET, AND REPEALING DIRECTIVE 2003/71/EC

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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)

## **Chapter I. Information on the number and nature of securities**

**AROBS TRANSILVANIA SOFTWARE S.A.** (hereinafter referred to as the "**Company**"), with registered office in Cluj-Napoca, Donath street, no. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj County, registered at the Trade Register Office of the Cluj Court under no. J12/1845/1998, with CUI 11291045, grants free of charge a number of 12,157,414 registered, ordinary, dematerialized and unencumbered shares issued by the Company, with a nominal value of 0.1 lei each, to the employees and members of the management bodies of the Company, as well as to the employees and members of the management bodies of affiliated companies and who have exercised their options.

## **Chapter II. Reasons for the share allocation**

By adopting the EGMS Resolution No. 6 dated 01 August 2022 rectified by EGMS Resolution No.7 dated 22 December 2022, the Company's shareholders decided to grant stock options for the purpose of remuneration and retention of employees and members of the Company's governing bodies, as well as persons holding such status, in affiliated companies, a program called ESOP 2.

The decision to determine the group of potentially eligible employees, the rules for determining the persons who will be eligible for this plan, the dates of granting, the period within which the option may be exercised, the conditions of eligibility and the number of shares granted, as well as any limitations thereof, was taken by -the Company's management at the time the options were granted.

***From the moment of listing, through the listing memorandum at the Bucharest Stock Exchange, AROBS Transilvania Software has undertaken as one of the company's strategic directions to focus on motivating and retaining employees,*** by adopting several actions, among which the co-interest of employees in the company's good performance through the "stock option plan" financial mechanism being extremely important. This approach is a natural step in building within AROBS an open culture to communication and innovation, with a community spirit, which encourages professional and personal growth, creates a space for involvement and, at the same time, partnership.

At the same time, the implementation of such a program represents a differentiator in the technology job market, where recruiting highly qualified staff is an increasing challenge. Participation in the company's performances is an element that distinguishes AROBS in the market, and can attract talents with vast expertise, of various seniority; the quality of human resources and team expertise being a vital element in the company's field of activity, both in the

business line of software services for the global market and in the development of software products for the domestic market and beyond.

The definition specified in the Tax Code (Law 227/2015) for the "stock option plan" is the following: "a program initiated within a legal entity whereby employees, directors and/or officers of the legal entity or its affiliated legal entities, referred to in item 26 lit. (c) and (d), the right to acquire at a preferential price or to receive free of charge a specified number of equity securities, defined in accordance with item 40, issued by that entity."

According to paragraph 40 of the Tax Code "participation security" is defined as "any share or other equity interest in a general partnership, limited partnership, joint-stock company, limited partnership, limited liability company or other legal entity or in a public investment fund".

It is important to note that the benefits granted in the form of options under a Stock Option Plan are not considered taxable income, either at the time the option is granted or at the time the option is exercised by the beneficiary, as provided for in Article 76 (2) of the Tax Code. 4 letter r) of the Tax Code, and are also exempt from the payment of social security contributions, in accordance with the provisions of Article 142 of the Tax Code. In conjunction with the provisions of Article 94 of the Tax Code, concerning the determination of gain/loss from the transfer of securities, since the investment income recorded by eligible persons as a result of the subsequent sale of shares acquired under the Stock Option Plan programs is subject to income tax. Securities granted under a Stock Option Plan become taxable only when the recipient decides to sell the securities.

Thus, with this SOP the company wanted to ensure its investment in the professional development of key persons, preventing migration to the competition and capitalizing on the expertise developed within the company, thus eliminating the cost of replacing these persons.

### **Chapter. III Description of the procedure for the share allocation**

With the adoption of the EGMS Decision No 6 dated 01 August 2022, AROBS Transilvania Software SA approved the distribution through the stock option plan of the shares bought back and not distributed until the date of the Extraordinary General Meeting mentioned above, in accordance with the Decision of the General Meeting no. 6 dated 24.09.2021 and the Decision of the General Meeting no. 4 dated 07.03.2022, in the maximum number of 16,222,830 shares, to be offered for the remuneration and retention of employees and members of the Company's governing bodies, as well as persons holding such positions in affiliated companies

By the adoption of the EGMS Decision no.7 dated 22.12. 2022 AROBS Transilvania Software SA approved the rectification of the EGMS Decision no.6 dated 01 August 2022, as follows:

**-approved** amendment of item 5 approved by the EGSM Resolution no. 6 of 01.08.2022, in the sense that the maximum limit of the percentage of the share capital to be distributed, within the stock-option-plan, from the shares redeemed and not distributed until the date of the present EGSM, in compliance with the Resolution of the EGSM no. 6/24.09.2021 and no. 4 of 07.03.2022, to employees and members of the management bodies of the Arobs Development&Engineering SRL (priorly named Enea Services Romania SRL), is amended from the maximum of 0.6% of the share capital at the date of the present Resolution, to the maximum limit of 0.36% of the share capital at the date of the present Resolution. The remaining shares representing 0.56% of the share capital of the Company will be allotted to Arobs Transilvania Software S.A.

- approved amendment of item 6 approved by the EGSM Resolution no. 6 of 01.08.2022 in the sense that the maximum volume the shares to be distributed, within the stock-option-plan, from the shares redeemed and not distributed until the date of the present EGSM, in compliance with the Resolution of the EGSM no. 6/24.09.2021 and no. 4 of 07.03.2022, is amended from a maximum of 9,843,065 shares down to 3,554,439 shares. These will be distributed, as to incentive loyalty and remunerate, to employees and members of the management bodies of the Company, as well as to persons with such quality in the affiliated companies, as follows:

- Up to maximum 0.07% of the share capital of the Company at the time of the present Resolution, for the employees and members of management bodies of UCMS Group Romania SRL;
- Up to maximum 0.02% of the share capital of the Company at the time of the present Resolution, for the employees and members of management bodies of SAS Fleet Tracking SRL;
- Up to maximum 0.3% of the share capital of the Company at the time of the present Resolution, for the employees and members of management bodies of Arobs Transilvania Software S A until 28.04.2023.

The difference of 6,288,626 shares will be allotted to Arobs Transilvania Software S.A.

-approved the distribution, through the stock option plan, of a maximum number of 820.255 shares of the redeemed and undistributed shares until the date of this Extraordinary General Meeting, in accordance with the General Meeting Resolution no. 6 dated 24.09.2021 and the General Meeting Resolution no. 4 dated 07.03.2022, to be offered to employees and members of the Company's management bodies, as well as to employees and members of management bodies in the affiliated company Berg Computers SRL, up to the maximum limit of 0.09% of the share capital the time of the Resolution.

The Board of Directors has been empowered to adopt any and all necessary measures and to carry out all formalities required for the approval and implementation of the stock option plan established by the Resolution of the Extraordinary General Meeting of Shareholders No. 4 dated 23.08. 2021, such as, but not limited to: (i) determination of the criteria on the basis of which the shares will be granted to the directors and staff of the Company/Affiliated Companies; (ii) determination of the positions in the organization chart for which the stock option plan will be

applicable; (iii) conditions for the acquisition of shares; (iv) preparation and publication of information documents in accordance with the law; (v) actual transfer of shares from the Company to the employees and members of the governing bodies of the Company/Affiliated Companies, etc.

In view of those adopted through the EGMS Resolution no. 6/01.08.2022 and the EGMS Resolution no. 7/22.12.2022 the Board of Directors adopted on 07.04.2023a Resolution establishing conditions and criteria regarding the allocation of shares for each company. The general allocation criteria are as follows:

- Employee/management status;
- Continuous seniority in the company of more than 1 year;
- Outstanding results in current activity;
- Actively and effectively involvement in promoting the interests of the company, related to the field of activity;

The persons nominated following the application of the criteria can be found in the Annexes to the Resolution of the Board of Directors dated 15.04.2024, where the number of shares allocated to each of them is also specified.

The Board of Directors, through Resolution of 07.04.2023 established that ESOP 3shares will be awarded to beneficiaries as follows:

- 34%,60% or 100% as from 15.04.2024( Part 1);
- 33%,40% from 15.04.2025 (Part2);
- 33% from 15.04.2026 ( Part 3).

Following the decision of the Board of Directors dated 07.04.2023, the information letters on the granting of stock options were sent on 10.04.2023.

Following the above, on15.04.2024, the Board of Directors adopted a Decision stating which employees/beneficiaries of stock options met the criteria for granting, so that transfer contracts were drawn up for them. Thus, a total of 12,157,414 shares will be received under the ESOP 3 Part 1 Program.

The transfer of ownership of the shares from the company to the Beneficiaries will be made after all the conditions required for the transfer have been met, after this document and the documents related to the transfer have been sent to the Central Depository, in accordance with the legislation in force.

This document has been drawn up in accordance with Art. 1 para. (4) lit. i) of Regulation no. 1129/2017 on the prospectus to be published when securities are offered to the public or

admitted to trading on a regulated market and repealing Directive 2003/71/EC and is to be submitted to the Financial Supervisory Authority, the Bucharest Stock Exchange and the Central Depository.

**OPREAN VOICU**

**GENERAL DIRECTOR**

**AROBS TRANSILVANIA SOFTWARE SA**