



AROBS TRANSILVANIA SOFTWARE S.A.
J12/1845/1998, TAX REFERENCE NUMBER: 11291045
Headquarters: Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj County

RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
AROBS TRANSILVANIA SOFTWARE S.A.
NO.DATED APRIL [29.04.2024/30.04.2024]

The Ordinary General Meeting of Shareholders ("OGMS") 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 dematerialized 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 ("**Articles of Association**"), according to the notice for convening of the OGMS dated 28.03.2024;

legally convened on [29.04.2024-30.04.2024], 10:00, 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 Mr/ Ms [●] as secretary and Mr/ Ms [●] as technical secretary

According to the attendance list of shareholders, Annex 1 hereto, the sitting of the OGMS was attended by shareholders representing [●] % of the share capital and [●] % of the number of existing voting rights, and thus the quorum required to adopt this Resolution of the Ordinary General Meeting of Shareholders was met.

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

1. Approval of the annual individual and consolidated financial statements prepared for the financial year ended 31 December 2023, accompanied by the annual report prepared by the Board of Directors and the independent auditor's report.
2. Approval of the income and expenditure budget for the financial year 2024, in accordance with the OGMS presentation materials.
3. Approval of the allocation of the Company's net profit recorded for the financial year ended 31 December 2023 in the aggregate amount of RON 45,811,803 (registered at individual

level), determined in accordance with the applicable laws, as follows: the amount of RON 42,490,731 will be allocated to undistributed net profits (retained earnings), the amount of RON 2,781,611 will be allocated to the legal reserve and the amount of RON 539,461 will be allocated to other reserves.

3¹. Approval of the allocation of the Company's net profit recorded for the financial year ended 31 December 2023 in the aggregate amount of RON 46,488,532 (registered at individual level), determined in accordance with the applicable laws, as follows: the amount of RON 43,167,460 will be allocated to undistributed net profits (retained earnings), the amount of RON 2,781,611 will be allocated to the legal reserve and the amount of RON 539,461 will be allocated to other reserves.

4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2023 (SECRET VOTE).
5. Approval of the Remuneration Report regarding the management of the Company for the financial year ended 31 December 2023, prepared by the Company's Nomination and Remuneration Committee, in accordance with the presentation materials (ADVISORY VOTE).
6. Approval of a stock option plan for the members of the Board of Directors, officers and employees of the Company, as well as members of the management bodies and employees of any subsidiaries of the Company, in accordance with the OGMS presentation materials.
7. Approval of the the terms and conditions for granting stock options to Mr. Voicu Oprean, chairman of the Board of Directors of the Company, subject to the approval of the stock option plan at item 6 of the OGMS agenda (the “**Plan**”) (capitalized terms used herein shall hereinafter have the meanings ascribed to them in the Plan), as follows:
 - Grant Date: 07 May 2024;
 - Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 15% of Options, and three (3) year anniversary from the Grant Date for 25% of Options;
 - Number of Options granted: 500,000 Options; and
 - Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).
8. Approval of the terms and conditions for granting stock options to Mr. Aurelian Călin Deaconu, executive member of the Board of Directors of the Company, subject to the approval of the Plan (capitalized terms used herein shall hereinafter have the meanings ascribed to them in the Plan), as follows:
 - Grant Date: 07 May 2024
 - Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 15% of Options, and three (3) year anniversary from the Grant Date for 25% of Options;
 - Number of Options granted: 350,000 Options; and
 - Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).”Performance Conditions:

- according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).
9. Approval of the terms and conditions for granting stock options to Mrs. Mihaela Stela Cleja, non-executive member of the Board of Directors of the Company, subject to the approval of the Plan (capitalized terms used herein shall hereinafter have the meanings ascribed to them in the Plan), as follows:
 - Grant Date: 07 May 2024;
 - Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 15% of Options, and three (3) year anniversary from the Grant Date for 25% of Options;
 - Number of Options granted: 150,000 Options; and
 - Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).
 10. Approval of setting the date of 21.05.2024 as registration date for identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 and the date of 20.05.2024 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (1) of Regulation 5/2018.
 11. Approval of the authorisation of the Chairman of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the OGMS and to perform any act or formality required by law for the registration and publication of the resolutions of the OGMS. The Chairman of the Board of Directors may delegate all or any of the powers conferred above to any/all persons competent to carry out this mandate.

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

Resolution no. 1

Approval of the individual and consolidated financial statements prepared for the financial year ended December 31, 2023

In the presence of shareholders representing []% ([] shares) of the share capital and []% ([] voting rights) of the total voting rights, with the vote "for" of the shareholders representing []% ([] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing []% ([] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [] votes and votes not cast [] votes):

[Approved] / [Rejected]:

1.Approval of the annual individual and consolidated financial statements prepared for the financial year ended 31 December 2023, accompanied by the annual report prepared by the Board of Directors and the independent auditor's report.

Resolution no. 2

Approval of the income and expenditure budget for the financial year 2024

In the presence of shareholders representing % (shares) of the share capital and % (voting rights) of the total voting rights, with the vote "for" of the shareholders representing % (votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing % (votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions votes and votes not cast votes):

[Approved] / [Rejected]:

2.Approval of the income and expenditure budget for the financial year 2024, in accordance with the OGMS presentation materials.

Resolution no. 3

Approval of the distribution of the Company's net profit, for the financial year ended December 31, 2023

In the presence of shareholders representing % (shares) of the share capital and % (voting rights) of the total voting rights, with the vote "for" of the shareholders representing % (votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing % (votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions votes and votes not cast votes):

[Approved] / [Rejected]:

3.Approval of the allocation of the Company's net profit recorded for the financial year ended 31 December 2023 in the aggregate amount of RON 45,811,803 (registered at individual level), determined in accordance with the applicable laws, as follows: the amount of RON 42,490,731

will be allocated to undistributed net profits (retained earnings), the amount of RON 2,781,611 will be allocated to the legal reserve and the amount of RON 539,461 will be allocated to other reserves.

3¹. Approval of the allocation of the Company's net profit recorded for the financial year ended 31 December 2023 in the aggregate amount of RON 46,488,532 (registered at individual level), determined in accordance with the applicable laws, as follows: the amount of RON 43,167,460 will be allocated to undistributed net profits (retained earnings), the amount of RON 2,781,611 will be allocated to the legal reserve and the amount of RON 539,461 will be allocated to other reserves.

Resolution no. 4

Approval of the discharge of the members of the Board of Directors

In the presence of shareholders representing [●] % ([●] shares) of the share capital and [●] % ([●] voting rights) of the total voting rights, with the vote "for" of the shareholders representing [●] % ([●] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing [●] % ([●] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●] votes and votes not cast [●] votes):

[Approved] / [Rejected]:

4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2023 (SECRET VOTE).

Resolution no. 5

Approval of the Remuneration Report

In the presence of shareholders representing [●] % ([●] shares) of the share capital and [●] % ([●] voting rights) of the total voting rights, with the vote "for" of the shareholders representing [●] % ([●] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing [●] % ([●] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●] votes and votes not cast [●] votes):

[Approved] / [Rejected]:

5. Approval of the Remuneration Report regarding the management of the Company for the financial year ended 31 December 2023, prepared by the Company's Nomination and Remuneration Committee, in accordance with the presentation materials (ADVISORY VOTE).

Resolution no. 6
Approval of a stock option plan

In the presence of shareholders representing [●] % ([●] shares) of the share capital and [●] % ([●] voting rights) of the total voting rights, with the vote "for" of the shareholders representing [●] % ([●] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing [●] % ([●] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●] votes and votes not cast [●] votes):

[Approved] / [Rejected]:

6. Approval of a stock option plan for the members of the Board of Directors, officers and employees of the Company, as well as members of the management bodies and employees of any subsidiaries of the Company, in accordance with the OGMS presentation materials.

Resolution no. 7
Approving the granting stock options to Mr. Voicu Oprean, chairman of the Board of Directors of the Company

In the presence of shareholders representing [●] % ([●] shares) of the share capital and [●] % ([●] voting rights) of the total voting rights, with the vote "for" of the shareholders representing [●] % ([●] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing [●] % ([●] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●] votes and votes not cast [●] votes):

[Approved] / [Rejected]:

7. Approval of the the terms and conditions for granting stock options to Mr. Voicu Oprean, chairman of the Board of Directors of the Company, subject to the approval of the stock option plan at item 6 of the OGMS agenda (the "Plan") (capitalized terms used herein shall hereinafter have the meanings ascribed to them in the Plan), as follows:

- Grant Date: 07 May 2024;
- Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 15% of Options, and three (3) year anniversary from the Grant Date for 25% of Options;
- Number of Options granted: 500,000 Options; and
- Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).

Resolution no. 8

Approving the granting stock options to Mr. Aurelian Călin Deaconu, executive member of the Board of Directors of the Company

In the presence of shareholders representing % (shares) of the share capital and % (voting rights) of the total voting rights, with the vote "for" of the shareholders representing % (votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing % (votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions votes and votes not cast votes):

[Approved] / [Rejected]:

8.Approval of the terms and conditions for granting stock options to Mr. Aurelian Călin Deaconu, executive member of the Board of Directors of the Company, subject to the approval of the Plan (capitalized terms used herein shall hereinafter have the meanings ascribed to them in the Plan), as follows:

- Grant Date: 07 May 2024;
- Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 15% of Options, and three (3) year anniversary from the Grant Date for 25% of Options;
- Number of Options granted: 350,000 Options; and
- Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).”Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).

Resolution no. 9

Approving the granting stock options to Mrs. Mihaela Stela Cleja, non-executive member of the Board of Directors of the Company

In the presence of shareholders representing % (shares) of the share capital and % (voting rights) of the total voting rights, with the vote "for" of the shareholders representing % (votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing % (votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions votes and votes not cast votes):

[Approved] / [Rejected]:

9. Approval of the terms and conditions for granting stock options to Mrs. Mihaela Stela Cleja, non-executive member of the Board of Directors of the Company, subject to the approval of the Plan (capitalized terms used herein shall hereinafter have the meanings ascribed to them in the Plan), as follows:

- Grant Date: 07 May 2024;
- Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 15% of Options, and three (3) year anniversary from the Grant Date for 25% of Options;
- Number of Options granted: 150,000 Options; and
- Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy).

Resolution no. 10

Setting certain dates

In the presence of shareholders representing [●] % ([●] shares) of the share capital and [●] % ([●] voting rights) of the total voting rights, with the vote "for" of the shareholders representing [●] % ([●] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing [●] % ([●] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●] votes and votes not cast [●] votes):

[Approved] / [Rejected]:

10. Approval of setting the date of 21.05.2024 as registration date for identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 and the date of 20.05.2024 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (1) of Regulation 5/2018.

Resolution no. 11

Approval of the empowerment of the Chairperson of the Board of Directors

In the presence of shareholders representing [●] % ([●] shares) of the share capital and [●] % ([●] voting rights) of the total voting rights, with the vote "for" of the shareholders representing [●] % ([●] votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing [●] % ([●] votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●] votes and votes not cast [●] votes):



votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions [●]votes and votes not cast [●]votes):

[Approved] / [Rejected]:

11. Approval of the authorisation of the Chairman of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the OGMS and to perform any act or formality required by law for the registration and publication of the resolutions of the OGMS. The Chairman of the Board of Directors may delegate all or any of the powers conferred above to any/all persons competent to carry out this mandate.

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

Drawn up and signed today, [29.04.2024-30.04.2024], in 4 (four) original copies.

Chairman of the Board of Directors / Chairman of the Sitting [Mr Oprean Voicu] _____	Secretaries Mr/ Ms [●] _____
_____	_____