

**Information notes on the items on the agenda of the Ordinary General Meeting of Shareholders convened for 29 April / 30 April 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 29 April (first convocation) / 30 April 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**

1.The annual financial statements, at individual and consolidated level, prepared for the financial year ending December 31,2023, accompanied by the Report of the Board of Directors and the Report of the Independent Auditor of AROBS TRANSILVANIA SOFTWARE S.A. are available on the pages dedicated to investors: [www.arobsgrup.ro](http://www.arobsgrup.ro) and [www.arobs.com](http://www.arobs.com).

**Point 2**

2.The income and expenditure budget for the financial year 2024 of AROBS TRANSILVANIA SOFTWARE S.A. is available on the pages dedicated to investors: [www.arobsgrup.ro](http://www.arobsgrup.ro) and [www.arobs.com](http://www.arobs.com).

**Point 3**

3.During the financial year ended on December 31, 2023, the Company recorded a net accounting profit amounting to RON 45.811.803. The proposed profit distribution is as follows:

<b>DESTINATION OF PROFIT</b>	<b>AMOUNT (RON)</b>
Non-distributed net profit (retained earnings)	42.490.731
Legal reserve	2.781.611
other reserves	539.461
<b>Total Net profit as at December 31, 2021</b>	<b>45.811.803</b>

3<sup>1</sup>. After item 3 on the OGMS agenda, the introduction of item 3<sup>1</sup>, alternative to item 3.

An affirmative vote on this agenda item is alternative to voting in favour of item 3 on the OGMS agenda ( is equivalent to a negative vote on that item).

After publication's date of the convocation, final corrections were implemented on the reported amounts based on information received from the auditors. The final version of the amounts is as follows:

DESTINATION OF PROFIT	AMOUNT (RON)
Non-distributed net profit (retained earnings)	43.167.460
Legal reserve	2.781.611
other reserves	539.461
<b>Total Net profit as at December 31, 2021</b>	<b>46.488.532</b>

**Point 4**

4.The members of the Board of Directors shall be liable to the Company for failure to comply with the provisions relating to their duties under the law, as well as for failure to comply with their obligations under the mandate granted by the shareholders, by the Articles of Incorporation or by the resolutions of the General Meeting of Shareholders.

The discharge is proposed in accordance with the provisions of Companies Law 31/1990 and the Articles of Incorporation of the Company, in consideration of the Director's Annual Report on the activity during 2023 and of the Financial Statements, which are available on the pages dedicated to investors: [www.arobsgrup.ro](http://www.arobsgrup.ro) and [www.arobs.com](http://www.arobs.com).

**Point 5**

5. According to the provisions of Article 107 of the Law no. 24/2017 on issuers of financial instruments and market operations, as amended, the Remuneration and Nomination Committee of the Company has prepared in accordance with the remuneration policy of the Company's senior management this annual remuneration report ("Remuneration Report") which includes the remuneration and other benefits granted to the members of the Board of Directors and Executive Directors during the financial year ended 31 December 2023.

**Point 6**

At item 6 on the OGMS agenda, shareholders are invited to vote on 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.

This program would be the fourth of its kind at the Company level, the proposal being driven by the benefits identified by the Company as a result of previous exercises, namely:

- recruiting, retaining and motivating management and employees;
- offering a competitive remuneration package compared to other employers active in the same industry;
- aligning interests of shareholders, management and employees;
- improving performance;
- nurturing loyalty.

**Point 7,8 and 9**

According to the provisions of the Plan, the grant of Options, the Vesting Schedule, the grant limits, and the Performance Conditions for Eligible Board Members have to be decided at the level of the OGMS.