

To: *Bursa de Valori București S.A.*

*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 52/2024

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>10.07.2024</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:** Closing of stage 2 of the share capital increase operation and establishment of the final subscription price

The management of AROBS Transilvania Software S.A. (hereinafter referred to as the "Company") informs the market about the closing of the private placement having as object:

- (i) 167,759,389 new shares remained unsubscribed following stage 1 of the share capital increase; and
- (ii) up to 56,546,000 existing shares offered for sale by Mr. Voicu Oprean, together with CABRIO INVESTMENT S.R.L. (person closely related to Mr. Voicu Oprean)), as communicated according to the current reports published on July 8, 2024 (available **HERE** and **HERE**),

which have been offered to investors from the European Economic Area in reliance on the exceptions allowed from the publication of a prospectus, including those provided in article 1 (4), letters (a) – (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC ("**Prospectus Regulation**") and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, outside the United States of America in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") (the "**Private Placement**").

---

**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 offer of new shares that took place within the Private Placement represents the second stage of the share capital increase operation which was approved by decision of the Board of Directors no. dated 18.04.2024, on the basis of the authorization granted by decision of Extraordinary General Meeting of Shareholders dated 22.12.2022 (the “**Share Capital Increase**”).

During the Private Placement, 224,305,389 shares have been sold (167,759,389 shares remained unsubscribed following stage 1 of the share capital increase, 50,500,000 shares offered for sale by Mr. Voicu Oprean and 6,046,000 shares offered for sale by CABRIO INVESTMENT S.R.L. (person closely related to Mr. Voicu Oprean)).

The subscription price formed during the bookbuilding process carried out in the context of the Private Placement is 0.82 RON per share (the “**Final Subscription Price**”), also being approved by the decision of the Board of Directors attached to this current report.

The Company will return to each investor who has subscribed shares in stage 1 of the Share Capital Increase at the maximum subscription price, *i.e.*, RON 0.93 (the “**Maximum Subscription Price**”) the difference between the Maximum Subscription Price and the Final Subscription Price multiplied by the number of shares subscribed in the first stage by such investor. The relevant amounts shall be reimbursed in the terms and conditions established in the share capital increase prospectus, approved by the Decision of the Financial Supervisory Authority no. 507/31.05.2024.

Voicu OPREAN

Chairman of the Board of Directors

*These materials are not an offer of securities for sale in the United States. The securities to which these materials relate have not been registered under the US Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an exemption from registration or in a transaction not subject to the registration requirements under the Securities Act. There will be no public offering of the securities in the United States.*

**AROBS TRANSILVANIA SOFTWARE S.A.**  
Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3,  
ap. 28, jud. Cluj  
J12/1845/1998, CUI 11291045, EUID: ROONRC.  
J12/1845/1998,  
capital social subscris și integral vărsat:  
87.129.360,90 RON  
(„Societatea”)

**AROBS TRANSILVANIA SOFTWARE S.A.**  
Cluj-Napoca, 11 Donath Street, Building M4, 2nd  
entrance, 3rd floor, apart. 28, Cluj County  
J12/1845/1998, Sole Registration Code 11291045,  
EUID: ROONRC. J12/1845/1998,  
subscribed and fully paid-in share capital: RON  
87,129,360.90 RON  
(the “Company”)

**DECIZIA CONSILIULUI DE ADMINISTRAȚIE  
AL**

**RESOLUTION OF THE BOARD OF  
DIRECTORS OF**

**AROBS TRANSILVANIA SOFTWARE S.A.**

**AROBS TRANSILVANIA SOFTWARE S.A.**

**din data de 10 iulie 2024**

**dated 10 July 2024**

Consiliul de administrație al Societății („**Consiliul de Administrație**”), întrunit în mod statutar în data de 10 iulie 2024, a ținut ședința cu participarea tuturor membrilor în funcție, și anume:

The board of directors of the Company (the “**Board of Directors**”), duly held a meeting on 10 July 2024, attended by all incumbent directors of the Company, respectively:

**VOICU OPREAN**, președintele Consiliului de Administrație

**VOICU OPREAN**, president of the Board of Directors

**AURELIAN-CĂLIN DEACONU**, membru executiv al Consiliului de Administrație

**AURELIAN-CĂLIN DEACONU**, executive member of the Board of Directors

**MIHAELA-STELA CLEJA**, membru neexecutiv al Consiliului de Administrație

**MIHAELA-STELA CLEJA**, non-executive member of the Board of Directors

**RĂZVAN-DIMITRIE GÂRBACEA**, membru neexecutiv al Consiliului de Administrație

**RĂZVAN-DIMITRIE GÂRBACEA**, non-executive member of the Board of Directors

**IOAN-ALIN NISTOR**, membru neexecutiv al Consiliului de Administrație

**IOAN-ALIN NISTOR**, non-executive member of the Board of Directors

**ÎNTRUCĂȚ:**

**WHEREAS:**

(A) În data de 22 decembrie 2022, Adunarea Generală Extraordinară a Acționarilor Societății („**AGEA**”) a aprobat, printre altele, delegarea atribuțiilor AGEA privind hotărârea de majorare a capitalului

(A) On 22 December 2022, the Extraordinary General Meeting of Shareholders of the Company (the “**EGMS**”) has approved, *inter alia*, the delegation of the EGMS duties regarding the decision to

social al Societății către Consiliul de Administrație al Societății, pentru o perioadă de trei (3) ani, printr-una sau mai multe emisiuni de acțiuni ordinare, nominative și dematerializate, cu o valoare nominală care să nu depășească 45.569.749,4 RON (respectiv prin emisiunea unui număr de cel mult 455.697.494 acțiuni), Consiliul de Administrație fiind autorizat să stabilească caracteristicile operațiunii de majorare a capitalului social și derularea acesteia.

(B) La data de 18 aprilie 2024, Consiliul de Administrație a aprobat majorarea capitalului social al Societății cu suma de până la 17.425.872,1 RON (valoare nominală) („**Majorarea de Capital Social**”), prin emisiunea unui număr de până la 174.258.721 acțiuni noi cu o valoare nominală de 0,1 RON per acțiune și o valoare nominală totală de 17.425.872,1 RON („**Acțiunile Noi**”), astfel cum a fost completată și modificată această decizie prin decizia Consiliului de Administrație din data de 21 mai 2024; și

(C) În prima etapă a Majorării Capitalului Social desfășurată în perioada 3 iunie 2024 și 4 iulie 2024, acționarii înregistrați în Registrul Acționarilor ținut de către Depozitarul Central S.A. cu data de înregistrare de 10 mai 2024 („**Deținătorii de Drepturi de Preferință**”) au subscris un număr de 6.499.332 Acțiuni Noi; acțiunile rămase nesubscrise au fost oferite în cea de-a doua etapă a Majorării Capitalului Social către investitori din Spațiul Economic European în baza excepțiilor permise de la publicarea unui prospect, inclusiv a celor prevăzute de articolul 1 (4) litere a) – d) din Regulamentul (EU) 2017/1129 al Parlamentului European și al Consiliului din 14 iunie 2017 privind prospectul care trebuie publicat în cazul unei oferte publice de valori mobiliare sau al admiterii de valori mobiliare la tranzacționare pe o piață reglementată, și de abrogare a Directivei 2003/71/CE și/sau investitori cărora le pot fi adresate și direcționate asemenea plasamente private în mod legal, în conformitate cu excepțiile de la Regulamentul S din Legea Privind Valorile

increase the share capital of the Company to the Company’s Board of Directors, for a period of three (3) years, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding RON 45,569,749.4 (respectively by issuing up to 455,697,494 shares), with the Board of Directors being authorized to establish the characteristics of the share capital increase operation and its related processes.

(B) On 18 April 2024, the Board approved the increase of the Company’s share capital with the amount of up to RON 17,425,872.1 (nominal value) (the “**Share Capital Increase**”), by issuance of up to 174,258,721 new shares having a nominal value of RON 0.1 per share and a total nominal value of RON 17,425,872.1 (the “**New Shares**”), as such decision has been subsequently supplemented by Board decision dated 21 May 2024; and

(C) In the first stage of the Share Capital Increase, conducted between 3 June 2024 and 4 July 2024, the shareholders registered with the Shareholders’s Registry held by Depozitarul Central S.A. as at the registration date of 10 May 2024 (the “**Preference Rights Holders**”) have subscribed a number of 6,499,332 New Shares; the remaining and unsubscribed shares have been offered during the second stage of the Share Capital Increase to investors from the European Economic Area in reliance on the exceptions allowed from the publication of a prospectus, including those provided in article 1 (4), letters (a) – (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, outside the United States of America in reliance on

Mobiliare din 1933 din Statele Unite ale Americii („**Plasamentul Privat**”), care s-a desfășurat între 8 iulie 2024 și 10 iulie 2024,

Regulation S under the U.S. Securities Act of 1933 (the “**Private Placement**”), which took place between 8 July 2024 and 10 July 2024,

Constatând îndeplinirea tuturor condițiilor prevăzute de legislația din România și de Actul Constitutiv al Societății pentru validitatea acestei ședințe a Consiliului de Administrație și pentru luarea de hotărâri,

Ascertaining the fulfillment of all requirements under the Romanian legislation and the Company’s Articles of Association for the validity of this meeting of the Board of Directors and for passing resolutions,

### **HOTĂRĂȘTE ÎN UNANIMITATE DUPĂ CUM URMEAZĂ:**

### **UNANIMOUSLY RESOLVES AS FOLLOWS:**

1. Prețul de subscriere format ca urmare a exercițiului de bookbuilding în cadrul Plasamentului Privat este de 0,82 RON per Acțiune Noua, acest preț reprezentând prețul final de emisiune, aplicabil atât în cazul Acțiunilor Noi subscrise de către Deținătorii Drepturilor de Preferință în cadrul primei etape a Majorării de Capital Social, cât și în cazul Acțiunilor Noi subscrise în cadrul Plasamentului Privat („**Prețul Final de Subscriere**”).
2. Societatea va restitui către fiecare investitor care a subscris Acțiuni Noi în prima etapă a Majorării de Capital Social la prețul maxim de subscriere, i.e., 0,93 RON („**Prețul Maxim de Subscriere**”), diferența dintre Prețul Maxim de Subscriere și Prețul Final de Subscriere, înmulțită cu numărul de acțiuni subscrise în cadrul primei etape de către respectivul investitor. Sumele relevante vor fi restituite în termenii și condițiile stabiliți în prospectul pentru majorarea capitalului social, aprobat prin Decizia Autorității de Supraveghere Financiară nr. 507/31.05.2024.

1. The subscription price formed during the bookbuilding process which took place in the context of the Private Placement is of RON 0.82 per New Share, this price representing the final issue price, applicable both to the New Shares subscribed by the Preference Rights Holders within the first stage of the Share Capital Increase and to the New Shares subscribed in the Private Placement (the “**Final Subscription Price**”).
2. The Company will refund to each investor who subscribed New Shares in the first phase of the Share Capital Increase at the maximum subscription price, i.e., RON 0.93 (the “**Maximum Subscription Price**”), the difference between the Maximum Subscription Price and the Final Subscription Price, multiplied by the number of shares subscribed in the first phase by such investor. The relevant amounts will be refunded under the terms and conditions set out in the prospectus for the share capital increase, approved by the Decision of the Financial Supervisory Authority no. 507/31.05.2024.

Prezenta decizie a fost semnată astăzi, data menționată mai sus, în 3 (trei) exemplare originale, în limbile română și engleză. În caz de discrepanță între cele două versiuni, versiunea în limba română va prevala.

This Resolution has been signed today, the date mentioned above in 3 (three) original counterparts, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.