

To: Bursa de Valori București S.A.

Autoritatea de Supraveghere Financiară

CURRENT REPORT 32/2025

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	29.04.2025
Name of the Company	AROBS Transilvania Software S.A.
Registered Office	11 Donath Street, building M4, entrance 2, 3rd floor, ap. 28, Cluj-Napoca, Cluj, Romania
Email	ir@arobsgroup.com
Phone	+40 754 908 742
Website	www.arobs.com
Registration nr. with Trade Registry	J1998001845122
Fiscal Code	RO 11291045
Subscribed and paid share capital	104,555,233 lei
Total number of shares	1,045,552,330
Symbol	AROBS
Market where securities are traded	Bucharest Stock Exchange, Main Segment, Premium Category

Important events to be reported: Resolution of the OGMS dated 28.04.2025

On 28.04.2025, starting with 12:00PM, in Cluj Napoca, at 55-57-59 Constantin Brancusi Street, ground floor, Conference Room, took place the Ordinary 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 call.

The resolution of the Ordinary General Meeting of Shareholders of the Company is attached to this current report.

Voicu OPREAN

Chairman of the Board of Directors

AROBS TRANSILVANIA SOFTWARE S.A.

J1998001845122, 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. 2 DATED APRIL 28.04.2025**

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. J1998001845122, Tax Reference Number 11291045, with subscribed and paid-up share capital of RON 104,555,233, divided into 1,045,552,330 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 27.03.2025;

legally convened on 28.04.2025, 12:00, 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. Haas Ioana Gloria and Evote Team as technical secretary

According to the attendance list of shareholders, Annex 1 hereto, the sitting of the OGMS was attended by shareholders representing 80.204684% of the share capital and 82.741236 % 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 2024, 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 2025, 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 2024 in the aggregate amount of RON 30,516,880.36 (registered at individual level), determined in accordance with the applicable laws, as follows: the amount of RON

28,752,991.67 will be allocated to undistributed net profits (retained earnings), the amount of RON 1,625,001.56 will be allocated to the legal reserve and the amount of RON 111.887,12 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 2024 (SECRET VOTE).
5. Approval of the Remuneration Report regarding the management of the Company for the financial year ended 31 December 2024, prepared by the Company's Nomination and Remuneration Committee, in accordance with the presentation materials (ADVISORY VOTE).
6. Approval of the amendment to the Share Allocation Plan (of the "stock option plan" type) approved by the Ordinary General Meeting Resolution no. 2 dated 29.04.2024, a plan for allocation to the members of the Board of Directors, the directors, and employees of the Company, as well as to the members of the management bodies and employees of any subsidiaries of the Company (the "Plan"), by increasing the maximum number of shares that may be transferred under the Plan by 6,000,000 shares, with the options granted to the Plan participants for these shares corresponding to the financial year ending on December 31, 2025, as reflected in the AGOA 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: 30 May 2025;
 - Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 40% of Options;
 - Number of Options granted: 300,000 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: 30 May 2025
 - Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 40% of Options;
 - Number of Options granted: 200,000 Options; and
 - Performance Conditions: according to the Plan (i.e., holding the relevant position and fulfilment of conditions set out in the Remuneration Policy)."
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: 30 May 2025;
 - Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 40% 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. Election of a new non-executive and independent member of the Board of Directors, from among the candidates proposed by the Board of Directors and the Company's shareholders, for a mandate starting on the date of approval of this resolution by the General Meeting of Shareholders and ending on September 29, 2027. (SECRET BALLOT). The candidate proposed by the Nomination and Remuneration Committee is:
- **OLOSU-ITTU RĂZVAN FLORIN;**
11. Approval of setting the date of 15.05.2025 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 14.05.2025 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (1) of Regulation 5/2018.
12. 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, 2024

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.999821% (838,443,027 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.000179% (1,500 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 23,319 votes and votes not cast 114,100 votes):

Approved

1. Approval of the annual individual and consolidated financial statements prepared for the financial year ended 31 December 2024, 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 2025

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236%(838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.988583% (838,423,561 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.011417% (95,730 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 15,245 votes and votes not cast 47,410 votes):

Approved

2.Approval of the income and expenditure budget for the financial year 2025, in accordance with the OGMS presentation materials.

Resolution no. 3

Approval of the distribution of the Company's net profit

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236%(838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.780649% (836,384,618 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.219351% (1,838,649 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 281,381 votes and votes not cast 77,298 votes):

Approved

Approval of the allocation of the Company's net profit recorded for the financial year ended 31 December 2024 in the aggregate amount of RON 30,516,880.36 (registered at individual level), determined in accordance with the applicable laws, as follows: the amount of RON 28,752,991.67 will be allocated to undistributed net profits (retained earnings), the amount of RON 1,625,001.56 will be allocated to the legal reserve and the amount of RON 111.887,12 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 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.694294% (236,630,010 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.305706% (725,611 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 600,995,628 votes and votes not cast 230,697 votes):

Approved

4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2024 (SECRET VOTE).

Resolution no. 5
Approval of the Remuneration Report

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.189210% (235,666,600 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.810790% (1,926,381 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 600,927,703 votes and votes not cast 61,262 votes):

Approved

5. Approval of the Remuneration Report regarding the management of the Company for the financial year ended 31 December 2024, prepared by the Company's Nomination and Remuneration Committee, in accordance with the presentation materials (ADVISORY VOTE).

Resolution no. 6
Approval of the amendment to the Share Allocation Plan (of the "stock option plan" type)
approved by the Ordinary General Meeting Resolution no. 2 dated 29.04.2024

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.743136% (835,936,209 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.256864% (2,152,752 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 430,773 votes and votes not cast 62,212 votes):

Approved

6. Approval of the amendment to the Share Allocation Plan (of the "stock option plan" type) approved by the Ordinary General Meeting Resolution no. 2 dated 29.04.2024, a plan for allocation to the members of the Board of Directors, the directors, and employees of the Company, as well as to the members of the management bodies and employees of any subsidiaries of the Company (the "Plan"), by increasing the maximum number of shares that may be transferred under the Plan by 6,000,000 shares, with the options granted to the Plan participants for these shares corresponding to the financial year ending on December 31, 2025, as reflected in the AGOA 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 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.174442% (236,449,921 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.825558% (1,968,281 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 600,102,482 votes and votes not cast 61,262 votes):

Approved

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: 30 May 2025;
- Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 40% of Options;
- Number of Options granted: 300,000 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 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.763123% (836,083,064 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.236877% (1,985,191 votes) of the votes of the shareholders

present, represented or having cast their vote by mail (with abstentions 452,429 votes and votes not cast 61,262 votes):

Approved

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: 30 May 2025
- Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 40% of Options;
- Number of Options granted: 200,000 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 80.204684% (838,581,946 shares) of the share capital and 82.741236%(838,581,946 voting rights) of the total voting rights, with the vote "for"of the shareholders representing 99.762811% (834,981,514 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.237189% (1,985,191 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 1,553,979 votes and votes not cast 61,262 votes):

Approved

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: 30 May 2025;
- Exercise Schedule: one (1) year anniversary from the Grant Date for 60% of Options, two (2) year anniversary from the Grant Date for 40% 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

Election of the Board of Directors

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.880848% (795,766,513 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.119152% (949,304 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 797,974 votes and votes not cast 41,068,155 votes):

Approved

10. Election of a new non-executive and independent member of the Board of Directors, from among the candidates proposed by the Board of Directors and the Company's shareholders, for a mandate starting on the date of approval of this resolution by the General Meeting of Shareholders and ending on September 29, 2027. (SECRET BALLOT). The candidate proposed by the Nomination and Remuneration Committee is:

- **OLOSU-ITTU RĂZVAN FLORIN;**

Resolution no. 11

Setting certain dates

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.997738% (838,297,194 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.002262% (18,965 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 204,525 votes and votes not cast 61,262 votes):

Approved

11. Approval of setting the date of 15.05.2025 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 14.05.2025 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (1) of Regulation 5/2018.

Resolution no. 12

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

In the presence of shareholders representing 80.204684% (838,581,946 shares) of the share capital and 82.741236% (838,581,946 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.987786% (838,208,839 votes) of the votes cast the shareholders present, represented or having cast their vote by mail, with the vote "against" of the shareholders representing 0.012214% (102,394 votes) of the votes of the shareholders present, represented or having cast their vote by mail (with abstentions 201,451 votes and votes not cast 69,262 votes):

Approved

12. 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, 28.04.2025, 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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ANNEX 1

ATTENDANCE LIST AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AROBS TRANSILVANIA SOFTWARE S.A. NO. 2 DATED 28.04.2025

[Attached as a separate document]