

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 40/2025

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	16.05.2025
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	+40 364 143 201
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: Information document regarding the free assignment of shares to employees and members of the management bodies

The management of AROBS Transilvania Software S.A. (hereinafter referred to as the "Company") informs investors about the free assignment of 9,287,535 shares to employees and members of management bodies of 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 AND MEMBERS OF
MANAGEMENT BODIES 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

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: J1998001845122
E-mail: ir@arobsgroup.com • 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. J1998001845122, with CUI 11291045, grants free of charge a number of 9,287,535 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 OGMS Resolution No. 2 dated 29 April 2024, 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 4.

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 Group 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 OGMS Decision No 2 dated 29 April 2024, AROBS Transilvania Software SA approved the distribution through the stock option plan of the shares in the maximum number of 15,500,000 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.

Also, during the same General Meeting of Shareholders, the maximum number of shares that may be transferred to each Eligible Member of the Board, in consideration of this capacity, was approved individually."

The Board of Directors was 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, such as, but not limited to: (i) determining the maximum number of Shares that may be transferred to an Eligible Employee or Eligible Subsidiary Director (excluding those who also qualify as Eligible Board Members); (ii) setting individual grant limits.

The Options will become exercisable in a maximum of three tranches (according to the Exercise Schedule), on the first, second, and third anniversaries of the Grant Date, respectively."

Considering the Stock Option Plan adopted by Resolution of the Ordinary General Meeting of Shareholders No. 2 dated 29 April 2025, the Board of Directors, on 7 May 2024, adopted a resolution establishing the conditions and criteria applicable to the allocation of shares, tailored to each company and category of beneficiary.

The general criteria for share allocation are as follows:

- The status of being an employee or a member of the company's management;
- Outstanding performance in the course of professional duties;
- Demonstrated involvement in achieving the objectives of the department to which the individual belongs and/or which the individual leads;

- Active contribution to the development of new products and/or the improvement of existing ones, or to the enhancement of the work environment, internal procedures, processes, and workflows;
- Active and effective engagement in the promotion of the company's interests, within the scope of the individual's area of responsibility.

The Options will become exercisable in a maximum of three tranches (according to the Exercise Schedule), on the first, second, and third anniversaries of the Grant Date, respectively.

The Board of Directors, through Resolution of 07.05.2024 established that ESOP 4 shares will be awarded to beneficiaries as follows:

- 20%,53%,60% or 100% as from 15.05.2025(Part 1);
- 15%,22%,30%,40% from 15.05.2026 (Part2);
- 25%, 50% from 15.05.2027 (Part 3).

The persons nominated following the application of the criteria can be found in the Annexes to the Resolution of the Board of Directors dated 15.05.2025, where the number of shares allocated to each of them is also specified.

Following the decision of the Board of Directors dated 07 May 2024, the information letters on regarding the granting of stock options were issued.

On 15.05.2025, 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 9,287,535 shares will be received under the ESOP 4 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

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: J1998001845122
E-mail: ir@arobsgroup.com • www.arobs.com