

To: *Bursa de Valori București S.A.*

*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 45/2025

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	<b>26.06.2025</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>+40 364 143 201</b>
Website	<a href="http://www.arobs.com">www.arobs.com</a>
Registration nr. with Trade Registry	<b>J1998001845122</b>
Fiscal Code	<b>RO 11291045</b>
Subscribed and paid share capital	<b>104,555,233 lei</b>
Total number of shares	<b>1,045,552,330</b>
Symbol	<b>AROBS</b>
Market where securities are traded	<b>Bucharest Stock Exchange, Main Segment, Premium Category</b>

**Important events to be reported:** Codingscape transaction structure

The management of Arobs Transilvania Software S.A. (hereinafter referred to as the “Company”) informs the market that following the completion of the Codingscape transaction, disclosed to the market through Current Report no. 44 dated 26.06.2025, the Company is positioned at the top of the acquisition structure.

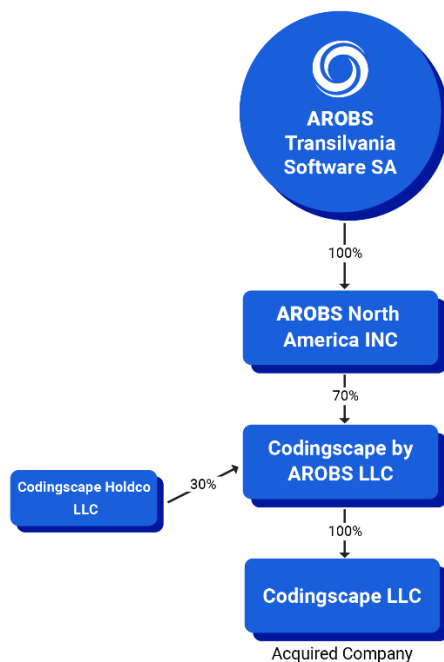
The Company made the acquisition through two newly incorporated U.S. entities: Arobs North America Inc. (used as the investment vehicle) and Codingscape by Arobs LLC (which acted as the direct acquirer of the target, Codingscape LLC). Before the transaction, the Company transferred approximately USD 12 million to Arobs North America Inc., in the form of equity and loan funding.

Afterwards, Arobs North America Inc. injected the amount received from the Company into Codingscape by Arobs LLC as a capital contribution. Codingscape by Arobs LLC subsequently used these funds to acquire a 70% equity stake in Codingscape LLC, the U.S.-based target company. The remaining 30% ownership of Codingscape LLC was contributed as a contribution in kind by the four individual owners of Codingscape into Codingscape by Arobs LLC, in exchange for a 30% equity stake in Codingscape by Arobs LLC.

This restructuring led to the following ownership structure post-closing: Codingscape by Arobs LLC owns 100% of Codingscape LLC. In turn, Arobs North America Inc. (vehicle entirely owned by the Company)

holds a 70% interest in Codingscape by Arobs LLC, while the original Codingscape sellers holding the remaining 30%.

The final ownership structure is presented below:



Pursuant to Article 108 paragraph (8) of Law no. 24/2017, the Board of Directors expressly approved the transaction. Although, under Article 108 paragraph (10) letter a<sup>1</sup> of the same law, neither approval nor reporting of the transaction as a related party transaction is mandatory - given that Arobs North America Inc. is wholly owned by AROBS Transilvania Software S.A.- the Company has voluntarily chosen to report it as such, in line with its commitment to transparency, compliance, and responsible corporate governance.

The details of the transaction are attached to this Current Report as Annex 1.

Voicu OPREAN

Chairman of the Board of Directors

## ANNEX NO. 1

Legal acts concluded with affiliated parties by AROBS Transilvania Software S.A. and its subsidiaries, which exceed the threshold provided by law:

Item no.	Parties		Contract no.	Contract date	Contract duration	Subject of the contract /	Value of the contract/addendum		Interest	Payment		Penalties	Other conditions
	Lender	Borrower					Currency	Value		Term	Payment method		
1	AROBS Transilvania Software SA	AROBS NORTH AMERICA INC		24.06.2025	7 years	Loan granted to ensure the company's cash availability	USD	8,250,000	5%/year	The first 24 months from the granting of the loan are considered a grace period with respect to the repayment of the loan installments (principal). Interest will be calculated starting from the date the loan is granted, and its payment will be made semi-annually. Starting from the 25th month from the date the loan is granted, the loan installments and the related interest will be paid semi-annually	bank transfer	N/A	If at the maturity of the loan the full amount and the related interest are not repaid, only the Lender may decide either to extend the contract or to fully convert the loan and interest into an issue premium, based on the valuation of the company agreed upon by the Parties at the maturity date, thereby participating in the share capital increase of the Borrower.

Item no.	Parties		Contract no.	Transaction date	Transaction subject	Transaction value		Payment
						Currency	Value	Payment method
1	AROBS Transilvania Software SA	AROBS NORTH AMERICA INC		24.06.2025	capital contribution	USD	4,000,000	bank transfer
2	AROBS NORTH AMERICA INC	CODINGSCAPE BY AROBS LLC		24.06.2025	capital contribution	USD	12,150,000	bank transfer

Related party	Nature of relationship	Country of registration	Nature of transaction
AROBS NORTH AMERICA INC	Subsidiary	USA	Loan, capital contribution
CODINGSCAPE BY AROBS LLC	Subsidiary	USA	Contribution to share capital

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