

POLICY ON THE PROVISION OF NON-AUDIT SERVICES BY THE EXTERNAL AUDITOR

1. PURPOSE OF THE POLICY

This Policy aims to set out the principles, criteria, and procedures applicable to the provision of non-audit services by the Company's external auditor, in order to ensure:

- the safeguarding of the independence and objectivity of the external auditor;
- the prevention of actual or perceived conflicts of interest;
- compliance with the applicable legislative and corporate governance framework for listed companies;
- enhanced transparency towards shareholders and other stakeholders.

The Policy also seeks to avoid any situation that could give rise to inside information, in accordance with Regulation (EU) No 596/2014 (MAR).

2. SCOPE OF APPLICATION

This Policy applies to:

- the Company's external statutory auditor;
- all non-audit services provided or proposed to be provided by the external auditor or its affiliated entities;
- subsidiaries and associated companies included within the scope of consolidation;
- the Company's management involved in the engagement of professional services.

The Policy applies to the external auditor and all entities within its network, in accordance with Regulation (EU) No 537/2014.

3. REGULATORY FRAMEWORK

This Policy is drawn up in compliance with:

- Regulation (EU) No 537/2014 on specific requirements regarding statutory audit of public-interest entities;
- Directive 2014/56/EU;
- the applicable national legislation on statutory audit, Law No. 162/2017, and the related capital markets legislation;
- the Bucharest Stock Exchange (BVB) Corporate Governance Code;
- the International Code of Ethics for Professional Accountants (IESBA).

4. GENERAL PRINCIPLES

The provision of non-audit services by the external auditor shall comply with the following principles:

- Independence – non-audit services must not impair or appear to impair the auditor’s independence;
- Objectivity and integrity – the auditor must remain impartial in expressing the audit opinion;
- Segregation of responsibilities – the external auditor must not assume management or decision-making responsibilities;
- Transparency – all non-audit services are subject to approval by the Audit Committee and appropriate reporting.

5. PROHIBITED NON-AUDIT SERVICES

The external auditor is prohibited from providing the Company, directly or through affiliated entities, with the following types of non-audit services, insofar as applicable:

- accounting and bookkeeping services;
- design and implementation of internal control or financial reporting systems;
- valuation services having a significant impact on the financial statements;
- internal audit services;
- human resources services (recruitment for key management positions, determination of remuneration);
- legal services having a direct effect on the financial statements;
- aggressive tax advisory services or services involving significant tax structuring;
- any other services prohibited under the applicable legislation.

6. PERMITTED NON-AUDIT SERVICES

The external auditor may provide certain non-audit services, provided that:

- such services are not prohibited under the applicable legislation;
- they do not impair the auditor’s independence;
- they are approved in advance by the Audit Committee.

Examples of permitted non-audit services include, without limitation:

- routine tax advisory services;
- assurance services related to non-financial reporting;
- agreed-upon procedures;
- financial due diligence.

7. APPROVAL OF NON-AUDIT SERVICES

1. Management proposes the provision of any non-audit service by the external auditor. The proposal must include at least a description of the service, the fee, and the duration.
2. The proposal is reviewed by the Audit Committee, which assesses whether the service affects the independence and objectivity of the audit and/or is permitted under the applicable legislative framework in force.
3. The Audit Committee formulates a recommendation to the Board of Directors.
4. Final approval is granted by the Board of Directors, with the decision recorded in the minutes of the meeting.

8. FEES

Fees for permitted non-audit services provided by the external auditor shall not exceed the limits set out in the applicable legislation (e.g. percentage caps in relation to statutory audit fees), in accordance with the requirements applicable to public-interest entities.

The audit/non-audit fee ratio shall be reviewed in order to avoid economic dependence.

9. MONITORING AND REPORTING

The Audit Committee shall annually monitor:

- compliance with this Policy;
- the level of audit and non-audit fees;
- any threats to the auditor's independence.

Relevant information regarding non-audit services shall be disclosed in the Company's financial statements.

10. RESPONSIBILITIES

- Board of Directors: approves this Policy and any subsequent amendments;
- Audit Committee: implements and monitors the application of the Policy;
- Management: ensures compliance with the approval procedure;
- External auditor: complies with independence and transparency requirements.

11. POLICY REVIEW

This Policy shall be reviewed periodically, at least once every three years, or whenever relevant legislative changes occur.

12. ENTRY INTO FORCE

This Policy shall enter into force on the date of its approval by the Board of Directors of AROBS Transilvania Software SA and shall apply to all subsequent financial years.