

Information notes on the items on the agenda of the Extraordinary General Meeting of Shareholders convened for March 03/04, 2026

AROBS TRANSILVANIA SOFTWARE S.A., a joint stock company, registered at the Trade Register Office of the Court of Cluj under no. J1998001845122, CUI 11291045, Unique European Identifier (EUID): ROONRC. J1998001845122, registered office located in Cluj-Napoca, 11 Donath Street, bl. M4, entrance 2, floor 3, ap. 28, Cluj County, with a subscribed and fully paid share capital of RON 104,555,233 (hereinafter referred to as „**the Company**” or „**AROBS**”),

Considering that the Extraordinary General Meeting of Shareholders („**EGMS**”) of the Company is convened for 28 May 2025 (first convocation) 29 May 2025 (second convocation),

Pursuant to Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended („**Regulation no. 5/2018**”),

The Company brings to the attention of its shareholders the following supporting notes on the following items on the agenda of the EGMS:

Point 1 on the Agenda

The approval of the Extraordinary General Meeting of Shareholders is sought for the Merger Plan drawn up by the directors of the companies involved, in accordance with the provisions of Articles 241–243 of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, having as its object the merger by absorption of AROBS DEVELOPMENT & ENGINEERING SRL, BERG COMPUTERS SRL, NORDLOGIC SOFTWARE SRL, INFOBEST ROMANIA SRL and CENTRUL DE SOFT GPS SRL by AROBS TRANSILVANIA SOFTWARE SA, as the absorbing company.

The Merger Plan was prepared and signed on 9 December 2025 and includes all mandatory elements required by law, including the form and method of implementation of the merger, the companies involved, the legal effects of the transaction, as well as the date from which the merger shall take effect.

The Extraordinary General Meeting of Shareholders is competent to approve the Merger Plan pursuant to Article 113 letter h) and Article 115 of Law no. 31/1990.

Point 2 on the Agenda

The approval of the Extraordinary General Meeting of Shareholders is sought for the merger by absorption of AROBS DEVELOPMENT & ENGINEERING SRL, BERG COMPUTERS SRL, NORDLOGIC SOFTWARE SRL, INFOBEST ROMANIA SRL and CENTRUL DE SOFT GPS

SRL, as absorbed companies, by AROBS TRANSILVANIA SOFTWARE SA, as the absorbing company, pursuant to Article 238 paragraph (1) letter a) of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented.

The merger shall be carried out in accordance with the provisions of Articles 239–245 of Law no. 31/1990, based on the Merger Plan dated 9 December 2025, in compliance with all applicable legal requirements.

Point 3 on the Agenda

The approval of the Extraordinary General Meeting of Shareholders is sought for the determination of 1 April 2026 as the date from which the merger by absorption shall take effect, in accordance with the provisions of Article 249 letter b) of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented.

As of this date, pursuant to Article 250 of Law no. 31/1990, the assets and liabilities of the absorbed companies shall be transferred in their entirety and by universal succession to the absorbing company; the absorbing company shall acquire all rights and assume all obligations of the absorbed companies as existing on the merger date, and the goodwill of the absorbed companies shall be taken over by the absorbing company.

Point 4 on the Agenda

The approval of the Extraordinary General Meeting of Shareholders is sought, pursuant to Article 249 letter b) and Article 250 of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, for the implementation of the effects of the merger by absorption, namely:

- (i) the dissolution without liquidation of AROBS DEVELOPMENT & ENGINEERING SRL, BERG COMPUTERS SRL, NORDLOGIC SOFTWARE SRL, INFOBEST ROMANIA SRL and CENTRUL DE SOFT GPS SRL, as absorbed companies;
- (ii) their deregistration from the Trade Registry and from the records of the tax authorities; and
- (iii) the universal transfer of the patrimony (assets and liabilities) of the absorbed companies to the absorbing company AROBS TRANSILVANIA SOFTWARE SA.

Considering that the absorbing company holds 100% of the shares of all absorbed companies, the provisions of Article 243⁴ of Law no. 31/1990 and of Order of the Ministry of Public Finance no. 897/2015 shall apply, pursuant to which the merger by absorption does not involve the issuance of new securities, the share capital of the absorbing company shall not be increased, the share capital structure and shareholding of the absorbing company shall remain unchanged, and the articles of association of the absorbing company shall not require amendment as a result of the merger.

Point 5 on the Agenda

The approval of the Extraordinary General Meeting of Shareholders is sought for the establishment by the absorbing company AROBS TRANSILVANIA SOFTWARE SA of secondary offices (points of work) at the registered offices and/or existing points of work of the absorbed companies, as a result of the reorganization of the activity carried out following the merger.

The approval is granted in accordance with the provisions of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, as well as Law no. 265/2022 on the Trade Registry, with the secondary offices to be registered in accordance with the law.

Point 6 on the Agenda

The update of the Articles of Association of AROBS Transilvania Software S.A., as a result of the merger by absorption of AROBS DEVELOPMENT & ENGINEERING S.R.L., BERG COMPUTERS S.R.L., NORDLOGIC SOFTWARE S.R.L., INFOBEST ROMANIA S.R.L., and CENTRUL DE SOFT GPS S.R.L., with the effective date of the merger set as April 1, 2026, is submitted for approval by the Extraordinary General Meeting of Shareholders.

The merger will be carried out in accordance with the provisions of Law no. 31/1990 on Companies, republished, and pursuant to Article 204 of the same law, the amendment of the Articles of Association falls within the competence of the Extraordinary General Meeting of Shareholders.

Given that the Company is an issuer admitted to trading on a regulated market, the provisions of Law no. 24/2017 on Issuers of Financial Instruments and Market Operations, as well as the provisions of Law no. 265/2022 on the registration of entries with the Trade Registry, are also applicable.

Accordingly, it is proposed to approve the updated form of the Articles of Association, effective as of April 1, 2026, solely for the purpose of reflecting the factual situation and the legal effects of the merger, without amending its substantive provisions, and to ensure compliance with the applicable legal framework and the proper public disclosure of the merger.

Point 7 on the Agenda

In 2025, at the beginning of November, AROBS Transilvania Software SA acquired a majority stake of 65% in Global Engineering Services & Solutions S.R.L. (hereinafter referred to as “Gess Engineering”), a Romanian engineering company based in Sibiu that develops and implements complex vehicle testing, validation, and integration solutions. The company provides end-to-end services, from engineering and design, prototype testing and performance analysis, for major global automotive manufacturers and their Tier 1 suppliers.

The Transaction consideration, payable upon completion of the transaction, is set at EUR 4,050,000, representing 65% of the share capital of Gess Engineering, subject to adjustment based

on the level of net debt and working capital as at completion, by reference to the agreed target working capital.

Founded in 2018, Gess Engineering has evolved steadily, surpassing the 100-specialist threshold between 2023 and 2024 as it expanded direct collaborations with automotive manufacturers and Tier 1 suppliers and developed complex vehicle integration activities in Sibiu. The company is recognized for its expertise in testing advanced driver-assistance systems (ADAS) and other vehicle functions, performing a complete validation process, from requirements analysis and test methodology definition to test execution, results interpretation, and final reporting.

In 2024, Gess Engineering generated revenues of approximately RON 22 million. The company's management will continue to be ensured by the existing team. Gess Engineering's financial results will be included in the Group's consolidated financial statements once the transaction is completed, subject to the fulfillment of certain conditions and regulatory approvals. The financial details of the transaction remain confidential in accordance with the agreement between the parties.

Point 8 on the Agenda

In accordance with Article 86 of Law no. 24/2017 and Article 2(2)(f) of Regulation no. 5/2018, the registration date is the calendar date used to identify the shareholders who are to receive dividends or other rights and on whom the effects of the resolutions of the general meeting of shareholders are to be felt. This date shall be fixed at the general meeting of shareholders and shall be at least 10 working days after the date of the general meeting of shareholders.

According to Article 2(2)(1) of Regulation 5/2018, the ex-date is the date before the registration date with one settlement cycle minus one business day, from which the financial instruments subject to the resolutions of the corporate bodies are traded without the rights arising from that resolution.

Point 9 on the Agenda

The executive members of the Board of Directors and/or the Company's Managers acting jointly or severally, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including, but without limitation, the Resolutions of the EGMS of the Company, to file and to request the publication of the Resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the Resolutions which will be adopted by the EGMS.