

Annual Remuneration Report for 2025 of the Management of AROBS TRANSILVANIA SOFTWARE S.A.

The annual remuneration report of the management of AROBS Transilvania Software S.A. (the “Company”). In accordance with the provisions of Article 107 of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, the Company’s Nomination and Remuneration Committee has prepared, in line with the Company’s remuneration policy, this annual remuneration report (the “Remuneration Report”), which presents the remuneration and other benefits granted to the Company’s management during the financial year ended 31 December 2025.

Name of the Company	AROBS Transilvania Software S.A.
Registered office	Str. Donath. nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj-Napoca, Cluj, România
Email	<u>ir@arobsgrup.com</u>
Phone number	+40 264 202 116
Website	<u>www.arobsgrup.ro</u>
Trade Register registration number	J12/1845/1998
Fiscal code	RO 11291045
Subscribed and paid-up share capital	RON 104,555,233
Total number of shares	1,045,552,330
Symbol	AROBS
Traded market	Bucharest Stock Exchange, Main Segment, Premium Category

The Remuneration Report will be submitted to the advisory vote of the Company’s Ordinary General Meeting of Shareholders (“OGMS”) to be held on 27/28 April 2026, will be published on the Company’s website at <https://www.arobsgrup.ro/arobs-pentru-investitori> and will remain publicly available for a period of 10 (ten) years from publication, in accordance with the applicable legal provisions.

The Remuneration Report provides an overview of remuneration, including all benefits in whatever form, granted or due during the most recent financial year, to the members of the Company’s management on an individual basis.

The Company applies the remuneration policy duly adopted by Resolution no. 2 of the Ordinary General Meeting of Shareholders dated 28 April 2023, published on the Company's website at https://www.arobsgrup.ro/wp-content/uploads/2023/05/AROBS_Hotarari-AGOA_28.04.2023.pdf, which sets out the remuneration principles, the main features of the remuneration policy, as well as the specific remuneration criteria applicable within the Company.

The remuneration policy is based on the following key principles:

- Contributing to the successful implementation of the Company's strategy;
- Creating an appropriate framework for developing the skills required for the sustainable growth of AROBS Transilvania Software S.A.;
- Ensuring appropriate shareholder involvement in setting the remuneration policy and monitoring its implementation;
- Supporting the promotion of the mission and values of AROBS Transilvania Software S.A.;
- Preventing situations of conflict of interest;
- Providing the necessary and flexible tools to adequately remunerate directors in line with their responsibilities, competencies, and performance;
- Ensuring compliance with applicable legal requirements.

I. Structure of the Remuneration of the Company's Management for the 2025 Financial Year

A. The members of the Company's Board of Directors, as well as the Executive Directors appointed in accordance with the provisions of Article 143 of Companies Law no. 31/1990, benefit from a remuneration package structured into a fixed component and a variable component. The variable component includes both a cash element and an element granted in the form of shares, subject to the achievement of performance criteria, as well as other components of the remuneration package.

While the fixed remuneration is based on competitive market levels for positions with similar responsibilities and competencies within the relevant industry, the variable remuneration is determined based on individual and team performance, taking into account the prevailing macroeconomic environment during the relevant period. It is granted following procedures directly linked to the Company's economic and financial performance, the requirements for continuity and sustainability of the Company's operations, as well as the Company's available resources at the relevant time.

The members of the Company's Board of Directors benefit from both a fixed and a variable remuneration, the levels of which are approved by the Ordinary General Meeting of Shareholders. The variable remuneration is determined in a manner considered reasonable and necessary to attract and retain qualified individuals from the market in which the Company operates.

The financial and non-financial performance criteria applicable to the variable remuneration, whether granted in cash and/or in shares, in accordance with the Remuneration Policy (https://www.arobsgrup.ro/wp-content/uploads/2023/03/Politica-de-remunerare_Finala-.pdf), are as follows:

- **Financial criteria:**
 - the Company's EBITDA;

- the Company's NET PROFIT;
- the Company's REVENUE;

The target values for the financial performance criteria are set annually by the Board of Directors.

- **Non-financial criteria:**

- social impact and the sustainability of the Group's operations (e.g., environmental aspects, safety, and employee engagement);
- management of strategic projects, including business development initiatives, turnaround management, enhancement of the Company's profitability, significant process improvements, development of new markets and products, etc.

The target values for the non-financial performance criteria are set annually by the Board of Directors.

Members of the Board of Directors benefit from professional liability insurance in accordance with applicable legal provisions. The Company may also provide them with the tools and resources necessary for the performance of their duties, such as a laptop, mobile phone, company car, or healthcare-related services.

During 2025, no variable remuneration in cash was granted to the members of the Board of Directors.

The Board of Directors meets on a monthly basis, as well as whenever necessary. During 2025, 28 meetings of the Board of Directors took place, and additional online consultations were organized as required.

The Executive Directors of AROBS Transilvania Software S.A., being individuals to whom the management of the Company has been delegated by the Board of Directors, in accordance with the provisions of Article 143 of Law no. 31/1990 on companies, benefit from both a fixed monthly remuneration and a variable remuneration in cash and/or in shares, based on the achievement of performance criteria established by the Board of Directors.

The evaluation of individual performance takes into account both financial and non-financial aspects, such as:

- Achievement of the Company's overall objectives and performance;
- Establishment of, and involvement in, the implementation of the business strategy;
- Achievement of the net profit target, as well as the budget set for the respective financial year;
- Setting long-term objectives;
- Ensuring business continuity;
- Implementation and continuous improvement of policies applicable at Company level;
- Contribution to the Company's performance through decisions taken;
- Improvement of industry-specific indicators/scores relating to corporate governance, investor relations, and/or other metrics reflecting the achievement of standards and best practices in the business environment.

The variable remuneration is intended to encourage directors to focus on long-term value creation for the Company and to align the interests of directors with those of the Company and its shareholders.

Directors benefit from professional liability insurance in accordance with applicable legal provisions. The Company has also provided them with the tools and resources necessary for the performance of their duties, such as a laptop, mobile phone, company car, or healthcare-related services.

During 2025, no variable remuneration in cash was granted to the Executive Directors.

The management of the Issuer, at the level of the 2025 financial year, was ensured by the Board of Directors which, in accordance with the requirements of the Bucharest Stock Exchange Corporate Governance Code applicable to issuers listed on the Main Market, is composed of 5 members: 2 executive and 3 non-executive members, of whom 2 are independent, in accordance with the provisions of Law no. 31/1990.

During the financial year under review, changes occurred in the composition of the Company's Board of Directors.

Following the express resignation from the position of director, submitted through a written unilateral notice and registered with the Company under no. 432/08.04.2025, Mr. Gârbacea Răzvan-Dimitrie, non-executive and independent member of the Board of Directors, terminated his mandate as of 28.04.2025.

Within the Ordinary General Meeting of Shareholders held on 28.04.2025, the Company's shareholders approved the appointment of Mr. Olosu-Ittu Răzvan-Florin as non-executive and independent member of the Board of Directors, to fill the vacant position.

Thus, as of 28.04.2025, the mandate of Mr. Gârbacea Răzvan-Dimitrie ceased and, concurrently, the mandate of Mr. Olosu-Ittu Răzvan-Florin commenced, ensuring the continuity of the composition and activity of the Board of Directors.

Certain responsibilities of the Board of Directors have been delegated to the Chief Executive Officer and the two Executive Directors, in accordance with the legal requirements regarding the unitary management system of the Company (Article 143 of Law no. 31/1990, as amended), in order to ensure efficient operational management and the implementation of the Board's strategic decisions.

Accordingly:

- Mr. Voicu Oprean holds the following positions within the Company: executive member and Chairman of the Board of Directors, Chief Executive Officer, and Chairman of the Nomination and Remuneration Committee;
- Ms. Cleja Mihaela-Stela holds the following positions within the Company: non-executive member of the Board of Directors, member of the Audit Committee, and member of the Nomination and Remuneration Committee;
- Mr. Gârbacea Răzvan-Dimitrie held the following positions within the Company: non-executive and independent member of the Board of Directors, member of the Audit Committee, and member of the Nomination and Remuneration Committee, until 28.04.2025;
- Mr. Olosu-Ittu Răzvan-Florin, as of 28.04.2025, holds the following positions within the Company: non-executive and independent member of the Board of Directors, member of the Audit Committee, and member of the Nomination and Remuneration Committee;
- Mr. Nistor Ioan Alin holds the following positions within the Company: non-executive and independent member of the Board of Directors, Chairman of the Audit Committee, and member of the Nomination and Remuneration Committee;
- Mr. Deaconu Aurelian Călin holds the following positions within the Company: executive member of the Board of Directors and Executive Director of Software Services Divisions;
- Mr. Bojan Ovidiu holds the position of Executive Director of TrackGPS Divisions.

The remuneration presented in the table below includes the remuneration for all positions held within the Company by each member, on a cumulative basis.

No.	Name and Surname/ Position	Start Date	Period	Fixed Gross Remuneration 2025	Gross Share-Based Remuneration (at grant date)	Remuneration received from any Group entity (gross)	Other Benefits*	Total Annual Remuneration (gross)	Information on the use of clawback of variable remuneration
1	OPREAN VOICU Executive member and Chairman of the Board of Directors, Chief Executive Officer	01.10.2021	Jan-Dec 2025	756,324	2,402,957	0	18,945	3,178,226	N/A
2	CLEJAMIHAELA STELA Non-executive member of the Board of Directors	01.10.2021	Jan-Dec 2025	445,980	88,092	0	16,334	550,406	N/A
3	GĂRBEA RĂZVAN- DIMITRIE Non-executive member of the Board of Directors	01.10.2021	Jan-Apr 2025	49,433	-	0	2,752	52,185	N/A
4	OLOSU-ITTU RĂZVAN- FLORIN Non-executive member of the Board of Directors	29.04.2025	Apr-Dec 2025	104,483	-	0	7,289	111,772	N/A
5	DEACONU AURELIAN CALIN Executive member of the Board of Directors and Executive Director, Software Services Divisions	29.09.2023	Jan-Dec 2025	597,005	1,865,420	0	11,565	2,473,990	N/A
6	NISTOR IOAN ALIN Non-executive member of the Board of Directors	29.09.2023	Jan-Dec 2025	153,840	-	0	10,041	163,881	N/A
7	BOJAN OMDIU Executive Director, TrackGPS Divisions	11.10.2023	Jan-Dec 2025	411,561	149,153	0	14,934	575,648	N/A

*Other benefits include, among others, professional liability insurance, health insurance, and training-related expenses.

II. Number of shares granted to members of the Board of Directors and Executive Directors during 2025

Name and Surname	Position	Year	Number of shares granted (transferred) in 2025	Price at grant date of shares granted (transferred) in 2025	Value at grant date of shares granted (transferred) in 2025 (RON)	Number of share options granted (promised)*
OPREAN VOICU	Board Member and Chief Executive Officer	2025	1,567,690	0.9250	2,402,957	300,000
		2025	973,482	0.9788		
CLEJAMIHAELA STELA	Board Member	2025	90,000	0.9788	88,092	150,000
DEACONU AURELIAN CALIN	Board Member and Executive	2025	815,645	0.9788	1,865,420	468,777
		2025	1,153,586	0.9250		
BOJAN OMDIU	Executive Director	2025	152,384	0.9788	149,153	195,194

Shares granted = shares that have vested and been transferred

Shares options = shares promised but not yet exercised

The granted shares were transferred free of charge, with the price representing the value recognized as an expense in accordance with IFRS.

Share options granted in 2025 under the additional ESOP 4 program, approved by OGMS Resolution no. 2 dated 28.04.2025, will be credited to the beneficiaries' accounts in 2026 and 2027.

Currently, the share options related to the additional ESOP 4 program have not yet been exercised but are recognized as an expense in accordance with International Financial Reporting Standards (IFRS).

During 2025, the following tranches related to the share-based incentive programs for employees and members of the Company's management bodies, as well as for individuals holding such positions within affiliated companies, reached vesting:

- The second tranche of the ESOP 3 program, approved by EGMS Resolution no. 6/01.08.2022, as amended by EGMS Resolution no. 7/22.12.2022;
- The first tranche of the ESOP 4 program, approved by OGMS Resolution no. 2/29.04.2024.

These programs were implemented for the purpose of remunerating and retaining employees and members of the management bodies, in accordance with the resolutions of the General Meetings of Shareholders. Additional details regarding the allocation of shares have been published through the information documents available on the Bucharest Stock Exchange website.

https://m.bvb.ro/infocont/infocont25/AROBS_20250416133430_AROBS-Current-Report-28-2025-EN.pdf

https://m.bvb.ro/infocont/infocont25/AROBS_20250516162333_AROBS-Current-Report-40-2025-EN.pdf

In order to provide a comprehensive overview of management performance, the report includes both individual financial indicators and consolidated Group-level indicators. The individual indicators reflect the operational results of the listed Company, while the Group indicators provide an integrated perspective on business development and the value generated for shareholders. This approach ensures transparency and facilitates the understanding of how management's contribution relates to the overall economic performance of the Group.

III. Evolution of the main financial performance indicators of AROBS Transilvania Software S.A. Group for the period 2021–2025.

ATS - RON	2025	% 2025 vs. 2024	2024	% 2024 vs. 2023	2023	% 2023 vs. 2022	2022	% 2022 vs. 2021	2021
Turnover	176,017,823	-24.41%	232,872,943	-11.88%	264,275,666	15.64%	228,531,259	34.96%	169,336,118
EBITDA	9,466,019	-61.78%	24,764,766	-40.20%	41,414,618	-20.90%	52,358,888	9.67%	47,741,672
Normalized EBITDA	10,566,126	-65.18%	30,342,565	-46.87%	57,105,896	0.42%	56,869,707	18.59%	47,954,776
Net profit	20,991,921	-31.21%	30,516,880	-34.36%	46,488,533	10.96%	41,898,453	-3.01%	43,199,268
Normalized net profit	22,092,029	-38.79%	36,094,677	-41.95%	62,179,812	33.98%	46,409,273	6.90%	43,412,372

The year 2023 represents the first reporting year in accordance with International Financial Reporting Standards (IFRS).

The financial performance indicators presented in the table above are shown at Group level.

IV. Evolution of the main financial performance indicators of AROBS Transilvania Software S.A. for the period 2021–2025

GRUP AROBS- RON	2025	% 2025 vs. 2024	2024	% 2024 vs 2023	2023	% 2023 vs. 2022	2022	% 2022 vs. 2021	2021
Turnover	447,806,799	8.10%	414,250,215	-3.05%	427,294,137	42.52%	299,815,687	57.74%	190,066,243
EBITDA	69,022,280	15.74%	59,636,761	-18.85%	73,489,365	4.19%	70,531,477	29.39%	54,509,761
Normalized EBITDA	70,164,833	5.55%	66,473,895	-28.23%	92,618,775	20.96%	76,570,408	39.88%	54,738,883
Net profit	30,820,873	45.16%	21,232,258	-33.47%	31,915,886	-32.19%	47,069,084	2.92%	45,732,919
Normalized net profit	31,963,426	13.87%	28,069,392	-45.01%	51,045,297	-3.88%	53,108,016	15.55%	45,962,041

The year 2023 represents the first reporting year in accordance with International Financial Reporting Standards (IFRS).

EBITDA and normalized EBITDA represent EBITDA without the impact of ESOP 1, 2, 3.

The financial performance indicators presented in the table above are shown on an individual basis.

V. Annual change in remuneration, the Company's performance, and the average remuneration based on the full-time equivalent of employees of the Company who are not members of management, over the last five financial years.

Name and Surname / Position	Financial year 2020 compared to financial year 2019	Financial year 2021 compared to financial year 2020	Financial year 2022 compared to financial year 2021	Financial year 2023 compared to financial year 2022	Financial year 2024 compared to financial year 2023	Financial year 2025 compared to financial year 2024
OPREAN VOICU Executive member and Chairman of the Board of Directors, Chief Executive Officer	44.14%	101.44%	154.98%	14.91%	10.96%	-5.03%
CLEJA MIHAELA-STELA Non-executive member of the Board of Directors	N/A	N/A*	1.24%	0.33%	1.17%	0.98%
GÂRBACEA RĂZVAN-DIMITRIE Non-executive member of the Board of Directors	N/A	N/A**	1.76%	2.03%	1.77%	-211.46%
DEACONU AURELIAN CĂLIN Executive member of the Board of Directors and Executive Director, Software Services Divisions	N/A	N/A	N/A	N/A***	305.09%	-12.28%
NISTOR IOAN ALIN Non-executive member of the Board of Directors	N/A	N/A	N/A	N/A****	309.44%	0.66%
BOJAN OMDIU Executive Director, TrackGPS Divisions	N/A	N/A	N/A	N/A*****	353.50%	-0.50%
OLOSU-ITU RĂZVAN-FIORIN Non-executive member of the Board of Directors	N/A	N/A	N/A	N/A	N/A*****	100.00%

Mr. Voicu Oprean commenced his mandate on 01.10.2021.

*Ms. Cleja Mihaela-Stela commenced her mandate on 01.10.2021;

**Mr. Gârbacea Răzvan-Dimitrie commenced his mandate on 01.10.2021 and ended it on 28.04.2025;

***Mr. Deaconu Aurelian Călin and Mr. Nistor Ioan Alin commenced their mandates on 29.09.2023;

****Mr. Nistor Ioan Alin commenced his mandate on 29.09.2023;

****Mr. Bojan Ovidiu commenced his mandate on 11.10.2023;

*****Mr. Olosu-Ittu Răzvan-Florin commenced his mandate on 28.04.2025.

For the member of the Board of Directors who commenced their activity during 2025, the remuneration taken into account corresponds to the last months of 2025, depending on the start date of the mandate.

In line with both labor market conditions and the financial performance achieved by the Company, the average gross remuneration of employees who are not part of management has evolved over the past five years as presented in the table below:

Average remuneration based on full-time equivalent (FTE) employees of the Company					
Annual change	Variation 2021 vs 2020	Variation 2022 vs 2021	Variation 2023 vs 2022	Variation 2024 vs 2023	Variation 2025 vs 2024
	13.88%	44.97%	36.64%	14.89%	4.07%

During the 2025 financial year, there were no cases requiring the recovery (clawback) of variable remuneration, and no deviations or derogations from the rules set out in the Remuneration Policy were recorded.

VI. ADVISORY VOTE ON THE REMUNERATION REPORT FOR 2024

Within the Ordinary General Meeting of Shareholders held on 28.04.2025, the agenda item regarding the approval of the Remuneration Report for 2024 received 99.18% votes “in favor” out of the total votes cast by the shareholders present at the meeting and 0.81% votes “against” out of the total votes cast by the shareholders present at the meeting.

The Company will take into account the opinions expressed by shareholders regarding the Remuneration Report, with a view to continuously improving its corporate governance framework.

This report was prepared by the Nomination and Remuneration Committee at its meeting held on 03.03.2025, in accordance with the requirements of Law no. 24/2017 on issuers of financial instruments and market operations, as republished, and was approved by the Company’s Board of Directors on 26.03.2026. It will be submitted for advisory vote at the Annual Ordinary General Meeting of Shareholders of the Company convened for 27/28 April 2026.

The opinion of the shareholders expressed within the General Meeting regarding the Remuneration Report, as resulting from the vote, is advisory in nature.

This Remuneration Report has been verified by the statutory auditor, BDO AUDITORS & ACCOUNTANTS SRL, which has expressed its opinion in the Audit Report.

Chairman of the Board of Directors

Voicu Oprean