

**AROBS TRANSILVANIA SOFTWARE S.A.**

**J1998001845122, TAX REFERENCE NUMBER: 11291045**

**Headquarters: Cluj-Napoca, 11 Donath Street, Building M4, 2nd entrance, 3rd floor,  
apart. 28, Cluj county**

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS  
AROBS TRANSILVANIA SOFTWARE S.A.  
NO. 1 DATED 03.03.2026**

The Extraordinary General Meeting of Shareholders (the "EGMS") of **AROBS TRANSILVANIA SOFTWARE S.A.**, joint-stock company, with headquarters in Cluj-Napoca, str. Donath, nr. 11, bl. M4, sc. 2, et. 3, ap. 28, Cluj, registered with the Trade Register Office attached to Cluj Court under no. J1998001845122, Tax Reference Number 11291045, with subscribed and paid-up share capital of RON 104,555,233 divided into 1,045,552,330 registered shares in dematerialised form with a face value of RON 0.1 each (hereinafter referred to as the "**Company**"),

convened in accordance with the legal provisions and the provisions of the Company's Articles of Association (the "**Articles of Association**"), according to the notice for convening of the EGMS dated 29.01.2026, as supplemented pursuant to the provisions of Article 117 ind. 1 of the Companies Law no. 31/1990;

legally convened on [03/04.03.2026], 12:00, at the address Cluj-Napoca, str. Constantin Brâncuși nr. 55-57-59, parter, Conference Room, chaired by Mr Oprean Voicu, Chairman of the Board of Directors, with Ms Ciegler Erika-Susanne as secretary and Ms Haas Gloria and eVote Team as technical secretary;

According to the attendance list of shareholders, Annex 1 hereto, the meeting of the EGMS was attended by shareholders representing 82.526188% of the share capital and 83.917852% of the number of existing voting rights, and thus the quorum required to adopt this EGMS Resolution was met.

**Agenda proposed for first and second convening of the Extraordinary General Meeting of Shareholders:**

**1.Approval of the Merger Plan regarding the merger by absorption of the following companies by AROBS TRANSILVANIA SOFTWARE S.A:**

- AROBS DEVELOPMENT & ENGINEERING S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Bucharest, Sector 6 Șoseaua Orhideelor, no. 15A, "Orhideea Towers", 2nd floor, registered at the Bucharest Trade Register under no. J40/9700/2000 on 26 October 2000, having Unique Registration Code 13473914,
- BERG COMPUTERS S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Ghiroda village, Ghiroda Commune, Lugoj street, no. 4, Timiș county, registered at the Timiș Trade Register under no. J1991003497355 on 13 November 1991, having Unique Registration Code 1824000,
- NORDLOGIC SOFTWARE S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania , with registered office in Cluj-Napoca Municipality, Henri Barbussestreet, no.44-46, Cluj Business Center (CBC), 3rd floor, Cluj county, registered at the Cluj Trade Registry under no. J2006001497126 on 04 May 2006, having Unique Registration Code 18633706,
- INFOBEST ROMANIA S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Ghiroda Village, Ghiroda Commune, Calea Lugoj Street, no. 4, 1st floor, Timiș County, registered at the Timiș Trade Registry under no. J2000000838353 on 11 September 2000, having Unique Registration Code 13354158,
- CENTRUL DE SOFT GPS S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Bucharest, Sector 4, Calea Șerban Vodă no. 133, 1st floor, Building A – Central Business Park, registered at the Bucharest Trade Registry under no. J2022004623230 on 13 July 2022, , having Unique Registration Code 46468078,

**2.** Approval of the merger by absorption whereby the absorbing company AROBS TRANSILVANIA SOFTWARE S.A. absorbs the absorbed companies 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., pursuant to Article 238 paragraph (1) letter a) of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, and based on the Merger Plan dated 09 December 2025.

**3.** Approval of 01 April 2026 as the effective date of the merger by absorption. The merger shall be carried out through the universal transfer of the entire assets and liabilities of the absorbed companies to the absorbing company, together with all rights and obligations held by the absorbed companies as of the merger date, the absorbing company taking over the goodwill of the absorbed companies. The absorbing company shall acquire all rights and shall be bound by all obligations of the companies absorbed in the merger process.

**4.** Approval of the effects of the merger by absorption and their implementation, namely the dissolution without liquidation 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., in their capacity as absorbed companies, their deregistration from the Trade Register and from the records of the fiscal authorities, as well as the universal transfer of their entire patrimony (assets and liabilities) to the absorbing company AROBS TRANSILVANIA SOFTWARE S.A.

Considering that the Absorbing Company holds 100% of the share capital of all Absorbed Companies, the merger by absorption shall not involve the issuance of new securities, in accordance with the provisions of Article 243<sup>4</sup> of Law no. 31/1990 and Order no. 897/2015. Consequently, the share capital of the Absorbing Company shall not be increased, its capital structure and shareholding shall remain unchanged, and, from this perspective, the Articles of Association of the Absorbing Company shall remain unamended.

**5. Approval for the absorbing company to establish new branches/work points at the current work points and registered offices of the Absorbed Companies, as follows:**

- Bucharest Municipality, Sector 6, Șoseaua Orhideelor no. 15A, “Orhideea Towers”, 2nd floor;
- Ghiroda Village (Ghiroda Commune), Timiș County, Lugoj Street no. 4;
- Craiova Municipality, Stirbei Vodă Boulevard no. 30, Malmo Building, Offices 903, 904, 905 and 906, 9th floor, Dolj County;
- Germany, 51399 Burscheid, Pastor-Loeh Street no. 30A – **Burscheid Branch, Germany.**

**6.** Approval of the update of the Articles of Incorporation of AROBS Transilvania Software S.A. following the completion 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., as of 01.04.2026, representing the effective date of the merger, in accordance with the applicable legal provisions.

**7.** Approval of the ratification of the sale and purchase agreement concluded by the Company, as purchaser, for 65% of the share capital of Global Engineering Services & Solutions S.R.L. , in accordance with the presentation material related to this agenda item.

**8.** Approval of setting the date of 19.03.2026 as registration date for identifying the shareholders to whom the effects of the resolutions adopted by the EGMS shall apply, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 and the setting the date of 18.03.2026 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (1) of Regulation 5/2018. As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in art. Paragraph 176 (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.

**9.** Approval of the authorisation of the Chairman of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the EGMS and to perform any act or formality required by law for the registration and publication of the resolutions of the EGMS. The Chairman of the Board of Directors may delegate all or any of the powers conferred above to any/all persons competent to carry out this mandate.

**The shareholders present or represented, confirming the aforementioned agenda, have adopted the following resolutions:**

**Resolution no. 1**  
**Approval of the the Merger Plan**

**In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.995906% (862,819,153 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0% (0 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 19,609 abstentions votes and 15,720 votes not cast):**

**Approved:**

**1. Approval of the Merger Plan regarding the merger by absorption of the following companies by AROBS TRANSILVANIA SOFTWARE S.A:**

- AROBS DEVELOPMENT & ENGINEERING S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Bucharest, Sector 6 Șoseaua Orhideelor, no. 15A, "Orhideea Towers", 2nd floor, registered at the Bucharest Trade Register under no. J40/9700/2000 on 26 October 2000, having Unique Registration Code 13473914,
- BERG COMPUTERS S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Ghiroda village, Ghiroda Commune, Lugoj street, no. 4, Timiș county, registered at the Timiș Trade Register under no. J1991003497355 on 13 November 1991, having Unique Registration Code 1824000,
- NORDLOGIC SOFTWARE S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania , with registered office in Cluj-Napoca Municipality, Henri Barbussestreet, no.44-46, Cluj Business Center (CBC), 3rd floor, Cluj county, registered at the Cluj Trade Registry under no. J2006001497126 on 04 May 2006, having Unique Registration Code 18633706,
- INFOBEST ROMANIA S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Ghiroda Village, Ghiroda Commune, Calea Lugoj Street, no. 4, 1st floor, Timiș County, registered at the Timiș Trade Registry under no. J2000000838353 on 11 September 2000, having Unique Registration Code 13354158,
- CENTRUL DE SOFT GPS S.R.L., a limited liability company, organized and operating in accordance with the laws of Romania, with registered office in Bucharest, Sector 4, Calea Șerban Vodă no. 133, 1st floor, Building A – Central Business Park, registered at the Bucharest Trade Registry under no. J2022004623230 on 13 July 2022, , having Unique Registration Code 46468078,

## **Resolution no. 2**

### **Approval of the merger**

**In the presence of shareholders 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.997120% (862,829,633 votes) of the votes cast by shareholders**

present, represented or having cast their vote by mail, with the vote "against" representing 0% (0 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 5,629 abstentions votes and 19,220 votes not cast):

**Approved:**

2. Approval of the merger by absorption whereby the absorbing company AROBS TRANSILVANIA SOFTWARE S.A. absorbs the absorbed companies 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., pursuant to Article 238 paragraph (1) letter a) of Law no. 31/1990 on companies, republished, as subsequently amended and supplemented, and based on the Merger Plan dated 09 December 2025.

### **Resolution no. 3**

#### **Approval of 01 April 2026 as the effective date of the merger by absorption**

In the presence of shareholders 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.997120 % (862,829,633 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0% (0 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 5,629 abstentions and 19,220 votes not cast):

**Approved:**

3. Approval of 01 April 2026 as the effective date of the merger by absorption. The merger shall be carried out through the universal transfer of the entire assets and liabilities of the absorbed companies to the absorbing company, together with all rights and obligations held by the absorbed companies as of the merger date, the absorbing company taking over the goodwill of the absorbed companies. The absorbing company shall acquire all rights and shall be bound by all obligations of the companies absorbed in the merger process.

### **Resolution no. 4**

#### **Approval of the effects of the merger by absorption and their implementation**

In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.995961% (862,819,633 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.001159% (10,000 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 5,629 abstentions and 19,220 votes not cast):

**Approved:**

4. Approval of the effects of the merger by absorption and their implementation, namely the dissolution without liquidation 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., in their capacity as absorbed companies, their deregistration from the Trade Register and from the records of the fiscal authorities, as well as the universal transfer of their entire patrimony (assets and liabilities) to the absorbing company AROBS TRANSILVANIA SOFTWARE S.A.

Considering that the Absorbing Company holds 100% of the share capital of all Absorbed Companies, the merger by absorption shall not involve the issuance of new securities, in accordance with the provisions of Article 243<sup>4</sup> of Law no. 31/1990 and Order no. 897/2015. Consequently, the share capital of the Absorbing Company shall not be increased, its capital structure and shareholding shall remain unchanged, and, from this perspective, the Articles of Association of the Absorbing Company shall remain unamended.

#### **Resolution no. 5**

Approval for the absorbing company to establish new branches/work points

**In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.980302% (862,684,516 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.000017% (143 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 7,530 abstentions and 162,293 votes not cast):**

**Approved:**

**5. Approval for the absorbing company to establish new branches/work points at the current work points and registered offices of the Absorbed Companies, as follows:**

- Bucharest Municipality, Sector 6, Șoseaua Orhideelor no. 15A, "Orhideea Towers", 2nd floor;
- Ghiroda Village (Ghiroda Commune), Timiș County, Lugoj Street no. 4;
- Craiova Municipality, Stirbei Vodă Boulevard no. 30, Malmo Building, Offices 903, 904, 905 and 906, 9th floor, Dolj County;
- Germany, 51399 Burscheid, Pastor-Loeh Street no. 30A – **Burscheid Branch, Germany.**

#### **Resolution no. 6**

**Approval the update of the Articles of Incorporation of Approval of the updated Articles of Association following the completion 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.,**

In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.993287% (862,796,560 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.001159% (10,000 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 5,629 abstentions and 42,293 votes not cast):

**Approved:**

6. Approval of the update of the Articles of Incorporation of AROBS Transilvania Software S.A. following the completion 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., as of 01.04.2026, representing the effective date of the merger, in accordance with the applicable legal provisions.

#### **Resolution no. 7**

#### **Approval of the ratification of the sale and purchase agreement of Global Engineering Services & Solutions S.R.L.**

In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.974437% (862,633,912 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.004342% (37,463 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 100,633 abstentions and 82,474 votes not cast):

**Approved:**

7. Approval of the ratification of the sale and purchase agreement concluded by the Company, as purchaser, for 65% of the share capital of Global Engineering Services & Solutions S.R.L., in accordance with the presentation material related to this agenda item.

#### **Resolution no. 8**

#### **Approval of some dates**

In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.986448% (862,737,546 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.001854% (16,000 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 19,263 abstentions and 81,673 votes not cast):

**Approved:**

8. Approval of setting the date of 19.03.2026 as registration date for identifying the shareholders to whom the effects of the resolutions adopted by the EGMS shall apply, in accordance with the provisions of Article 87 (1) of Law no. 24/2017 and the setting the date of 18.03.2026 as the "ex-date" calculated in accordance with the provisions of Article 2 para. (2) lit. (1) of Regulation 5/2018. As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in art. Paragraph 176 (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.

**Resolution no. 9**

**Approval of the authorization of the members of the Board of Directors and/or of the Company's Managers**

**In the presence of shareholders representing 82.526188% (862,854,482 shares) of the share capital and 83.917852% (862,854,482 voting rights) of the total voting rights, with the vote "for" of the shareholders representing 99.985443 % (862,728,873 votes) of the votes cast by shareholders present, represented or having cast their vote by mail, with the vote "against" representing 0.001854% (16,000 votes) of the votes cast by shareholders present, represented or having cast their vote by mail (with 5,629 abstentions and 103,980 votes not cast):**

**Approved:**

9. Approval of the authorisation of the Chairman of the Board of Directors, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the EGMS and to perform any act or formality required by law for the registration and publication of the resolutions of the EGMS. The Chairman of the Board of Directors may delegate all or any of the powers conferred above to any/all persons competent to carry out this mandate.

**This resolution has been adopted in accordance with the legal provisions in force and the provisions of the Company's Articles of Association.**

Drawn up and signed today, 03.03.2026, in 2 ( two) original copies.

<b>Chairman of the Board of Directors / Chairman of the Sitting</b>	<b>Secretaries</b>
Mr. Oprean Voicu	Ms. Ciegler Erika-Susanne