



**DECISION NO. 8**  
**of the**  
**GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
**on December 06<sup>th</sup>, 2018**

The General Extraordinary Meeting of Shareholders of the company TRANSILVANIA BROKER DE ASIGURARE S.A. ("the company") having its head office in Bistrița, 5 Zorilor street, district Bistrița Năsăud, Romanian juristic person, the executive board of the trading company **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian juristic person, whose only object is the mediation of insurances, registered with the Trade Register of the Court of Bistrita-Năsăud under J06/674/200 , fiscal code 19044296, authorized according to the CSA Decision 114.420/2006 and entered in the Register of Insurance Brokers under RBK-374/16.11.2006, was duly convened in compliance with Act 31/1990 (trade companies) as amended from time to time the Memorandum, Act 24/2017 (issuer of financial instruments and market operations), and the Regulation of the Financial Supervisory Authority no. 5/2018 on Issuers of Financial Instruments and Market Operations,

takes today in the meeting held at 10.30 o'clock on **December 06<sup>th</sup>, 2018** at the headquarters of the Society of Bistrita, Zorilor Street, No. 5, Bistrita-Nasaud County, with a quorum of 76.4189 % from a total of 2,500,000 votes being part of 2,500,000 shares issued by the company and that represent a total number of valid votes the following:

**DECISION**  
**referring to the items on the agenda, as follows:**

1. Approving the purchase of two real estates (office building + 600 sqm land), located in Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud County, having its registered office:
  - a. intravilan land in the area of 500 sqm, having the cadastral number 56884 and the building built on it, building in height : ground floor + 2 floors + attic, having cadastral number 56884-C1, located in Bistrita, Calea Moldovei Street, no. 13, Bistrita-Nasaud County, registered in the Land Book no. 56884 (CF old 14516, old cadastral number 8267
  - b. estate composed of land of 100 sqm land, having the cadastral number 8452 registered in the Land Book no. 61938 (old CF 14516) of Bistrita Municipality, located in Bistrita, Bistrita Nasaud County

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

2. Approving the contracting of a financing line for investments, from Banca Comerciala Romana S.A., in the form of a mortgage loan, for 84 months, in the amount of 1,400,000 RON, in order to finance the real estate acquisition mentioned in item 1.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

3. Approving the provision of the guarantees necessary to guarantee the credit, as they will be entered in the Land Registry / Electronic Archive, as follows :
  - a. Mortgage movable on the bank accounts of the company;
  - b. Property mortgage on the following real estates, which are the object of the acquisition:
    - land with an area of 500 sqm, located in Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud County, cadastral number 56884, registered in Land Registry no.56884 Bistrita



- land with an area of 100 sqm, located in Bistrita, Bistrita-Nasaud County, cadastral number 8452, registered in Land Registry no.61938 Bistrita
- building on ground in surface of 279 sqm, building in height : ground floor + 2 floors + attic, located in Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud County, cadastral number 56884-C1, registered in Land Registry no.56884 Bistrita

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

4. Approving the authorization of Mr. Nicolae Dan as General Manager of the company, in order to carry out the following steps :
- a. to negotiate, to agree, to conclude and to sign in the name and on behalf of the company TRANSILVANIA BROKER DE ASIGURARE S.A. : the real estate sale / purchase contract, the credit agreement and any subsequent additional documents to the contract, the real estate / movable property contracts, as well as any other documents or instruments which are accessories, related or referred to in credit agreement, warranty agreements or any other documents and to sign any other forms, requests that might be useful in connection with these transactions with the seller of the building and Banca Comerciala Romana SA;
  - b. to fulfill in the name and on behalf of the Company any formalities required for such credit / guarantee / credit / guarantee contracts as well as any other instruments that are accessories to be fully valid and binding for the Company, in front of the relevant authorities, the notary public, the central and local authorities, the cadastre offices and real estate publicity, the Electronic Archive of Real Securities Guarantees, the Trade Register, etc., as the case may be.
  - c. to empower other natural or legal persons of their choice to perform any of the duties mentioned herein, and such other persons will have full authority to act in the name and on behalf of the Company, their signature being opposed

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

5. Approval of relocation of the registered office from Bistrita, Zorilor Street, no 5, Bistrita-Nasaud County, to Bistrita, Calea Moldovei Street, no 13, Bistrita-Nasaud County.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

6. Approval of the amendment to the company's Articles of Incorporation, as follows :

- Article 2. par. 2.1. - "TRANSILVANIA BROKER DE ASIGURARE" S.A. is a Romanian legal entity, organized as a joint stock company, managed in a unitary system", *will be changed and will have the following content:*
  - Article 2. par. 2.1. - "TRANSYLVANIA BROKER DE ASIGURARE" S.A. is a Romanian legal entity, organized in the form of an **open-ended** joint stock company, managed in a unitary system.
- Article 4. The headquarters of the company TRANSILVANIA BROKER DE ASIGURARE S.A. is in Bistrita, Zorilor Street, no.5, Bistrita-Năsăud County, *will be changed and will have the following content:*
  - Article 4. The headquarters of the company TRANSILVANIA BROKER DE ASIGURARE S.A. is in Bistrita, Calea Moldovei Street, no 13, Bistrita-Nasaud County

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

7. Approval of the update of the company's Articles of Incorporation, in accordance with the changes from point 6.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**



8. Approves the date of 24.12.2018 as the date of registration which serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Meeting of Shareholders will be affected.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

9. Approve the date of December 21, 2018 as "**ex-date**", according to art. 2 (2) lit. 1 of the Regulation of the Financial Supervisory Authority no. 5/2018.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

10. Authorization of the CEO, Mr. Niculae Dan, to sign on behalf of all shareholders that are present at the General Meeting the Decision of the Extraordinary Meeting of Shareholders and the Company's Articles of Incorporation, modified.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

11. Authorization of the General Manager Mr. Niculae Dan and the manager of the Law Department of the company, Mrs. Denes Adriana, to complete all legal formalities for obtaining prior approval from Financial Surveillance Authority for the amendment of the company's Articles of Incorporation, as well as for the registration of the Decisions of the Extraordinary Meeting of Shareholders with the Trade Register of the Court House Bistrita-Nasaud so that it can be published in the Official Journal of Romania, Part IV.

**Vote structure: 100% for, 0,00 % against, 0, 00% abstain**

This decision was issued and signed this December 06<sup>th</sup>, 2018 in 5(five) original copies out of which 2 (two) copies for the company and 3 (three) copies to be submitted to the Trade Register of the Court of Bistrita-Nasaud.

**TRANSILVANIA BROKER DE ASIGURARE S.A.**

**Niculae Dan**

**Chairman of the Board of Directors**