



PROJECT

DECISION NO.24
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from April 28, 2025

The Ordinary General Meeting of Shareholders ("AGO") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrița, str. Calea Moldovei, nr. 13, jud. Bistrița Năsăud, a Romanian legal entity whose object of activity is insurance distribution, authorized by the Financial Supervisory Authority on the basis of CSA Decision no. 114.420/2006 and registered in the Register of Insurance Brokers under no. RBK-374/17.11.2006, identified by CUI 19044296, registered with ORC Bistrița under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on Companies, republished, with subsequent amendments and additions, the updated Articles of Incorporation, Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments

adopted today, in the meeting held on **April 28, 2025**, at 10.00 a.m., in Bistrita, jud. Bistrita-Năsăud, in the presence of a number of ____shareholders, with a quorum of ____ of the total of 5,000,000 voting rights corresponding to the 5,000,000 shares issued by the Company representing a total number of _____ valid votes cast, the following :

DECIDES
on the items on the agenda as follows:

1. Approves *the Report of the Board of Directors*, drawn up for the financial year ending on December 31, 2024.

Voting structure : ____, ____% for , ____, ____% against , ____, ____%

2. Takes note of the *statutory auditor's report* RAO AUDIT OFICCE S.R.L., on the individual financial statements for the financial year 2024.

3. Approve *the separate financial statements for the financial year 2024*, namely: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, the accounting policies and the explanatory notes included in the financial statements for the year 2024, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

Voting structure : ____, ____% for , ____, ____% against , ____, ____%

4. Approve the discharge of the Board of Directors of the Corporation for fiscal year 2024.

Voting structure : ____, ____% for , ____, ____% against , ____, ____% abstain



5. Approve the proposed distribution of net income for fiscal year 2024. It is proposed that the net profit be allocated as follows :

Net profit to be distributed: 8.668.071 lei

Legal reserves: 0 lei

Other reserves : 0 lei

Coverage of losses carried forward : 0 lei

Dividend: 3.000.000 lei, the proposed gross dividend per share being 0,6 lei

Retained profit: 5.668.071 lei

Voting structure : _____, _____% for , _____, _____% against , _____, _____%

6. Approve *the Revenue and Expenditure Budget for the financial year 2025*, with the following indicators:

2024 Indicators	READ
Total revenue	118,220,000
Total expenditure	114,925,000
Gross result	3,295,000
Profit tax	527,000
Net result	2,768,000

Voting structure : _____, _____% for , _____, _____% against , _____, _____%

7. Approves the *Remuneration report of the administrative and executive management of the company* for the financial year 2024, drawn up in accordance with the provisions of Article 107 and Article 107¹ of the Law 24/2017 on issuers , republished, with subsequent amendments.

Voting structure : _____, _____% for , _____, _____% against , _____, _____% abstain

8. Approves the *Remuneration Policy for the administrative and executive management of the company*, revised, in accordance with the provisions of Article 106 of Law 24/2017 on Issuers, republished, as amended.

Voting structure : _____, _____% for , _____, _____% against , _____, _____% abstain

9. Approve the date of **June 04, 2025** as the "**record date**" which serves to identify the shareholders on which the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be transferred, in accordance with the provisions of Article 87 paragraph (1) of Law 24/2017 on issuers, republished with subsequent amendments and to set the date of **June 03, 2025** as "**ex-date**"

Voting structure : _____, _____% for , _____, _____% against , _____, _____%

10. Approve the date of **June 25, 2025 as the "date of payment"**, according to art. 87alin. (2)-(3) of Law 24/2017, republished, as amended, and art. 178 of Regulation no. 5/ 2018 on issuers of financial instruments and market operations, as amended.

Voting structure : _____, _____% for , _____, _____% against , _____, _____%



11. Mandates the Chairman of the Board of Directors Mr. Niculae Dan , to sign in the name and on behalf of all shareholders present at the Meeting, this OGSM Resolution.

Voting structure : ____,____% for , ____,____% against , ____,____%

12. Mandates the General Manager, Mr. Baltasiu Sorin-Stefan and the Director of the Legal Department, Ms. Denes Adriana, to take all necessary legal steps regarding the submission of the OGMS Decision to the ORC attached to the Bistrita-Nasaud Court, in order to make the mentions and publish it in the Official Gazette of Romania, Part IV.

Voting structure : ____,____% for , ____,____% against , ____,____%

This decision has been drawn up and signed today, **April 28, 2025**, in 5 (five) original copies.

Chairman of de Board of Directors
DAN NICULAE