



DRAFT

DECISION NO.21
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from **April 23, 2024**

The Ordinary General Meeting of Shareholders ("OGSM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in **Bistrita**, 13 Calea Moldovei Street, **Bistrița Năsăud** county, a Romanian legal entity whose business is insurance intermediation, authorised by the Financial Supervisory Authority under 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 the Trade Registry Office, **Bistrița** under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on companies, republished, as amended and supplemented, the updated Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended, and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended.

adopted today, in a meeting held on **April 23, 2024** , at 10.00 a.m., in Bistrita , Bistrita-Năsăud county , with a quorum of _____ out of a 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:

DECIDE
on the items on the agenda, as follows:

1. Approve the *Report of the Board of Directors* for the year 2023.

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

2. Takes note of the *Report of the statutory auditor* RAO AUDIT OFICCE S.R.L., on the Individual Financial Statements for the financial year 2023.

3. Approve the *Individual Financial Statements for the financial year 2023*, namely: balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies as well as the explanatory notes contained in the financial statements for the year 2023, based on the Report of the Board of Directors and the Report of the Company's financial auditor.

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

4. Approve the discharge of the Board of Directors of the Company for the financial year 2023.

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



5. Approves the **proposal for the distribution of the net profit for the financial year 2023**. It is proposed that the net profit be distributed as follows :

Net profit to be distributed: 11,152,499 lei

Legal reserves: 0 lei

Other reserves : 0 lei

Coverage of losses carried forward : 0 lei

Dividend payout: 5,000,000 lei, the proposed gross dividend/share being 1,0 lei

Retained earnings: 6,152,499 lei

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

6. Approves the *Revenue and Expenditure Budget for the financial year 2024*, with the following indicators:

Indicators 2024	READ
Total income	121,300,000.00
Total expenditure	115,260,000.00
Gross result	6,040,000.00
Profit tax	966,400.00
Net result	5,073,600.00

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

7. Approve the *Remuneration Report of the administrative and executive management of the company* for the financial year 2023 , prepared in accordance with the provisions of Article 107 of the Law 24/2017 on Issuers republished, with subsequent amendments.

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

8. Approve the date of **May 28, 2024** as the "**record date**" serving to identify the shareholders on whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be passed, in accordance with the provisions of Article 87 paragraph (1) of Law 24/2017 on Issuers, republished as amended, and set the date of **May 27, 2024** as the "**ex-date**".

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

9. Approve **June 17, 2024 as the "payment date"** under Art. 87 para. (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 , _____, _____% abstain

10. Authorizes the Chairman of the Board of Directors Mr Niculae Dan , to sign on behalf of all shareholders present at the Meeting, this AGM Resolution.

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



11. Authorizes the Chairman of the Board of Directors, Mr. Nicolae Dan and the Director of the Legal Department, Mrs. Denes Adriana, to take all the necessary steps regarding the submission of the OGSM resolution to the Trade Registry Office of the Bistrita-Nasaud Court, with a view to its publication in the Official Gazette of Romania, Part IV.

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

This resolution has been drawn up and signed today **April 23, 2024**, in 5 (five) original copies.

Chairman of the Board of Directors
NICULAE DAN