



DRAFT

**DECISION NO.22**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
from **April 23, 2024**

The Extraordinary General Meeting of Shareholders ("EGSM") 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 person whose object of activity is insurance intermediation, authorised 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 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 11.00 a.m., in Bistrita, Bistrita-Năsăud county, 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:

**DECIDE :**

**on the items on the agenda, as follows:**

**Voting structure : \_\_\_\_, \_\_\_\_% for , \_\_\_\_, \_\_\_\_% against , \_\_\_\_, \_\_\_\_% abstain**

**1. Approval of the amendment of the Articles of Incorporation of the Company, by :**

- ✓ *modification of the identification data of Mr. Niculae Dan (significant shareholder and first member/ president of the Board of Directors), regarding his residence, as an effect of the change of the identity document;*
- ✓ *filling in the identification data of the significant shareholders of the company, the first members of the Board of Directors and the directors, in accordance with the provisions of the Law on Companies, republished (Law 31/1990), as amended (art. 8 lit. a and g, in conjunction with art. 8<sup>1</sup> lit.a);*
- ✓ ***extension of the secondary object of activity of the Company, in accordance with the provisions of Article 11(3) letter a) paragraph iii) of ASF Rule 22/2021 on insurance distribution, with the following activities: distribution of products created by credit institutions, non-banking financial institutions, payment institutions and electronic money institutions (CAEN code 6499 - Other financial intermediation n.e.c.; 6612 - Financial intermediation; 6619 - Activities auxiliary to financial intermediation, except insurance and pension funding activities \_ coding according to CAEN Rev.2 );***
- ✓ *deletion of the company's place of business in mun. Cluj-Napoca ( str. Inau, nr.22), jud. Cluj, deleted from the Trade Register in accordance with the Decision of the Board of Directors of the Company no. 27/14.12.2022 .*

**Thus, the updated Memorandum of Association of the company no.6/01.08.2022 is renumbered and amended as follows:**



✚ **Art. 1.** The shareholders of the company, according to the Consolidated Summary Structure of the holders of financial instruments as of 11.05.2018, drawn up by the Central Depository S.A., are:

1. **LOGIN GABRIEL**, Romanian citizen, born on... [personal data] in loc. ... [Bistrita-Nasaud county, residing at loc., str., nr.... [personal data] , jud. Bistrita-Nasaud, CNP ... [personal data];
2. **NICULAE DAN**, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in loc.,str, nr., bl,sc.,et.,ap....[personal data] , jud. Arges , CNP ...[personal data];
3. **Individual shareholders list type ;**
4. **Shareholders legal entities list type.**

➤ *It is modified / completed and will have the following content:*

**Art. 1.** The shareholders of the company, according to the Consolidated Summary Structure of the holders of financial instruments as of 11.05.2018, drawn up by the Central Depository S.A., are:

1. **LOGIN GABRIEL**, Romanian citizen, born on ...[personal data] in place....[personal data], jud. Bistrita-Nasaud , domiciled in mun. Bistrita , str. , nr....[personal data] , jud. Bistrita-Nasaud , CNP ...[personal data], identified with CI series...nr..... ...[personal data], issued by SPCLEP Bistrita, on 22.03.2016, valid until 17.08.2026;
2. **NICULAE DAN**, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in loc.,str, nr., bl,sc.,et.,ap....[personal data] , jud. Arges , CNP ...[personal data], identified with CI series...nr..... ...[personal data], issued by SPCLEP Pitesti, on 28.02.2023, valid until 03.08.2031;
3. **Individual shareholders list type ;**
4. **Shareholders legal entities list type.**

✚ **Art.4., item 4.3.** The company has working points in :

- Sibiu, str. Justiției, nr.10, jud. Sibiu;
- Bucharest, Elena Caragiani str.21D, ap.1 Sector1;
- Pitești, 3 Intrarea Rozelor str., jud. Argeș ;
- Cluj -Napoca, 22 Inau Street, Cluj County.

➤ *It is amended and will read as follows:*

**Art.4., item 4.3.** The company has working points in :

- Sibiu, str. Justiției, nr.10, jud. Sibiu;
- Bucharest, Elena Caragiani str.21D, ap.1 Sector1;
- Pitești, 3 Intrarea Rozelor str., jud. Argeș

✚ **Art. 6 "Object of activity of the Company", item 6.2:**

**4618** - intermediaries in trade specialising in the sale of specific products (*other after-sales services for own customers, such as damage assessment or settlement, except liquidation under applicable national law*)

**5221** -Ancillary land transport service activities (*intermediation of roadside assistance services*)



6629 - Other activities auxiliary to insurance and pension funding (*distribution of pension products*)

8690 -Other human health activities (*intermediation of health care services*)

➤ ***It is completed and will have the following content:***

**Other activities :**

4618 - intermediaries in trade specialising in the sale of specific products (*other after-sales services for own customers, such as damage assessment or settlement, except liquidation under applicable national law*)

5221 -Ancillary land transport service activities (*intermediation of roadside assistance services*)

6499 - Other financial intermediation n.e.c.

6612 - Financial intermediation activities

6619 - Activities auxiliary to financial intermediation, except insurance and pension funding activities

6629 - Other activities auxiliary to insurance and pension funding (*distribution of pension products*)

8690 -Other human health activities (*intermediation of health care services*)

🚧 **Art.14, item 14.5. First administrators of the Company :**

1. NICULAE DAN, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in mun. Pitesti, str,nr.,bl,sc.,et.,ap....[personal data] , jud. Arges CNP ...[personal data] - **President**
2. TUICA GABRIEL-ALEXANDRU , Romanian citizen, born on ...[personal data] in loc. ... [personal data], Prahova county, residing in mun. Bucuresti, str, nr., bl,sc.,et.,ap .... [personal data] , Sector 2, CNP ... [personal data] - **Member**
3. DENES DANIELA-TASIA , Romanian citizen, born on ...[personal data] in loc. ...[personal data], Bistrita-Nasaud county, domiciled in Mun. Tg. Mures , str, nr.,et.,ap....[personal data] , jud. Mures , CNP ...[personal data] - **Independent member**

➤ ***It is modified/completed and will have the following content:***

**Art.14, item 14.5. First administrators of the Company :**

1. NICULAE DAN, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in mun. Pitesti, str,nr.,bl,sc.,et.,ap....[personal data] , jud. Arges , CNP ...[personal data], identified with the ID card series...nr....[personal data], issued by SPCLEP Pitesti, on 28.02.2023, valid until 03.08.2031- **President**
2. TUICA GABRIEL-ALEXANDRU , Romanian citizen, born on ...[personal data] in loc. ... [personal data], Prahova county, residing in mun. Bucuresti, str, nr., bl,sc.,et.,ap....[personal data] , Sector 2, CNP ...[personal data], identified by ID card series... nr..... ....[personal data], issued by SPCEP Sector 2, on 25.11.2015, valid until 02.07.2025 - **Member**
3. DENES DANIELA-TASIA , Romanian citizen, born on ...[personal data] in loc. ...[personal data], Bistrita-Nasaud county, domiciled in Mun. Tg. Mures , str, nr.,et.,ap.... [personal data] , jud. Mures , CNP ...[personal data], identified by ID card series ... nr...[personal data], issued by SPCLEP Tg. Mures, on 05.04.2019, valid until 10.04.2029 - **Independent member**

🚧 **Art.14 pct.14.10 , last paragraph**

The position of Executive Director will be held by Mr. Cotiac Ion , Romanian citizen, born on ....[personal data] in place.... [personal data] , jud. Arges , domiciled in mun. Pitesti , str., nr. , bl. , sc., et., ap., [personal data] , jud. Arges , CNP .... [personal data].



➤ *It is modified/completed and will have the following content:*

**Art.14 pct.14.10 , last paragraph**

The position of Executive Director will be held by Mr. Cotiac Ion , Romanian citizen, born on ....[personal data] in place.... [personal data] , jud. Arges , domiciled in mun. Pitesti , str., nr. , bl. , sc., et., ap., [personal data] , jud. Arges , CNP .... [personal data], identified with ID card series ... no. ...., issued by SPCLEP Pitesti, on 09.05.2016, valid until 04.03.2076.

**The rest of the provisions of the Company's Articles of Association remain unchanged.**

**Voting structure :** \_\_\_\_, \_\_\_\_% for , \_\_\_\_, \_\_\_\_% against , \_\_\_\_, \_\_\_\_% abstain

2. The **updated Articles of Incorporation of the Company (no.7)** are adopted, in accordance with the amendments approved in item 1 of this Resolution.

**Voting structure :** \_\_\_\_, \_\_\_\_% for , \_\_\_\_, \_\_\_\_% against , \_\_\_\_, \_\_\_\_% abstain

3. Approves the date of **May 28, 2024** as the "**record date**" which serves to identify the shareholders on whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders will be passed in accordance with the provisions of Article 87 paragraph (1) of the Law on Issuers no.24/2027 , republished, as amended, and sets the date of **May 27, 2024** as the "**ex-date**".

**Voting structure :** \_\_\_\_, \_\_\_\_% for , \_\_\_\_, \_\_\_\_% against , \_\_\_\_, \_\_\_\_% abstain

4. Empowers the Chairman of the Board of Directors, Mr. Nicolae Dan to sign on behalf of the shareholders the EGSM Resolution, as well as any other documents in connection therewith, including, but not limited to, the updated version of the Articles of Incorporation which will reflect the amendments approved by the General Meeting.

**Voting structure :** \_\_\_\_, \_\_\_\_% for , \_\_\_\_, \_\_\_\_% against , \_\_\_\_, \_\_\_\_% abstain

5. Instructs the Chairman of the Administrative Board, Mr. Nicolae Dan and the Director of the Legal Department, Mrs. Denes Adriana, to carry out all legal formalities with regard to obtaining any necessary prior approvals/agreements required by law from the Financial Supervisory Authority regarding the amendments to the Articles of Association adopted by the EGM, to request the publication of the resolution in the Official Gazette of Romania Part IV and to carry out the necessary formalities before the Trade Register Office as well as before any other public authority or institution, and to carry out any necessary acts in order to register and ensure the enforceability of the resolutions adopted by the EGSM.

**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**