

INVITATION
to the General Meeting of Shareholders

- Ordinary and Extraordinary –
December 06th, 2018

In compliance with Act 31/1990 (trading 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,

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 and whose office is in Bistrita, 5 Zorilor street, district Bistrița-Nasaud, zip code: 420011, 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, held a meeting on November 1st, 2018 and **invites to the:**

General Meeting of Shareholders - Ordinary and Extraordinary, for December 6th, 2018, at the headquarters of the Society of Bistrita, str. Zorilor, no. 5, Bistrita-Nasaud County, starting at 10.00, for the Ordinary General Assembly, 10.30 am for the Extraordinary General Meeting at which the shareholders registered in the Shareholders' Registry (issued by the CENTRAL DEPOSITORY SA) have the right to participate and vote on the date of reference set for the end of November 26th, 2018

**I. The Ordinary General Assembly of Shareholders will have the following
ORDER OF DAY :**

1. Release from the position of the internal auditor, of company AMNIS AUDITEVAL SRL, starting with 01.01.2019, following notification of its intention to unilaterally terminate the audit contract, before the end of its mandate ;
2. Approval of the appointment of the new internal auditor ;
3. Approval of the period of validity of the internal audit contract
4. Mandate of Mr. Niculae Dan - General Manager, to negotiate and sign the Internal Audit Contract in the name and on behalf of the Company



5. Establishing "*the registration date*", that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Assembly of Shareholders will be reflected. The date proposed by the Board of Directors is **December 24th, 2018**.
6. The approval of **December 21th, 2018** as "*ex-date*", according to art. 2 (2) lit. 1 of the Regulation of the Financial Supervisory Authority no. 5/2018.
7. Authorization of the CEO, Mr. Niculae Dan, to sign in the name and on behalf of all shareholders that are present at the General Meeting the Decision of the Ordinary Meeting of Shareholders.
8. Authorization of Manager of the Law Department of the company, Mrs. Denes Adriana, to complete all formalities for the registration of the Decisions of the Ordinary 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.

II. The Extraordinary General Assembly of Shareholders will have the following ORDER OF DAY :

1. Approval of the purchase of a real estate (office building + 600 sqm land), located in Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud County, having its registered office.
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, representing 82,200% of the total investment value of 1,703,455 RON, in order to finance the real estate acquisition mentioned in item 1.
3. Approval of 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, Calea Moldovei Street, no.13, Bistrita-Nasaud County, cadastral number 8452, registered in Land Registry no.61938 Bistrita
- building on surface of 100 sqm, located in Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud County, cadastral number 56884-c1, registered in Land Registry no.56884 Bistrita

4. Authorization of Mr. Niculae Dan as General Manager of the company, as well as Mrs. Camelia Mariana as Manager of the Financial-Accounting Department 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

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;

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

7. Approval of the update of the company's Articles of Incorporation, in accordance with the changes from point 6.
8. Establishing the "**registration date**" that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Assembly of the Shareholders will be reflected. The date proposed by the Board of Directors is **December 24th, 2018**.
9. Approval of the date of **December 21th, 2018**, as „ *ex-date*”, according to art. 2 (2) lit. 1 of the Regulation of the Financial Supervisory Authority no. 5/2018.
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.
11. Authorization of the General Manager Ms. 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.

On the day the meeting is scheduled the main capital of the company amounts 500,000 lei divided into 2,500,000 nominative, dematerialized shares, the nominal value of one share being 0.20 lei. **Each share entitles its holder to one vote in the General Meeting of Shareholders.**

Starting with November 2nd, 2018 and until the meeting date of the Ordinary Meeting of Shareholders, the following **documents** are available in the registered office of the company every week day between 10 a.m. and 4 p.m. or can be downloaded in Romanian or in English from the site www.transilvianibroker.ro, category *<Relationship with investors>*, Section *< AGA >*: Invitations, The total number of issued shares and of vote rights on the day of invitation, Drafts submitted of the Decision of the Meeting of Shareholders, the Form of general/special Power of Attorney used for the vote through representative, postal vote form are documents that are to be presented in the General Meeting of Shareholders.

Shareholders may appear in person or may be represented during the General Meeting of Shareholders either by their legal representatives or by representatives that were issued a *special power of attorney* or a *general power of attorney* as per art. 92 paragraph (10) of Act 24/2017 (issuer of financial instruments and market operations). *A shareholder shall give in the form of a **special power of attorney** specific instructions of vote to the person who is to represent him/her for each item on the agenda of the General Meeting of Shareholders.*

In the event of personal vote, shareholders as natural or as juristic persons are entitled to participate at the General Meeting of Shareholders by simply proving their identity; shareholders who are *natural persons* shall submit their identity document (IC, passport, stay permit) *juristic persons* shall submit the identity document of the legal representative (IC, passport, stay permit). The capacity of a legal representative shall be proved by means of a certificate of registration issued by the Trade Register or any other equivalent document that was issued by a competent entity of the state where the shareholder – juristic person – is legally registered. The document may be submitted in original or an authenticated copy. Documents that prove the capacity of a legal representative of a juristic person shareholder shall be issued not more than 30 days before the invitation to the General Meeting of Shareholders is issued. Documents issued in other languages than English shall be submitted in translations made by an authorized translator into Romanian or English.

In the event of a vote by representation through a power of attorney shareholders may be represented with the General Meeting of Shareholders by representatives/mandators who can be another shareholder or a third person. The vote through a special power of attorney means that one has to fill in and sign three copies of the form of the special power of attorney that is provided by the company: one copy is to be sent in writing, in original to the head office, the second copy is to be handed over to the representative as proof of his/her capacity of representative when summoned by the technical office of the meeting; the third copy stays with the shareholder.

The special/general power of attorney shall be sent in a paper-based system, in original in the case of the special power of attorney, as an authenticated copy respectively under the signature of the representative so that its receiving is registered in the office (Bistrita, 5 Zorilor street, district Bistrita-Nasaud) by December 4th, 2018, 10:00 o'clock or by e-mail on the address investor@transilvianibroker.ro (if the document is sent by electronic means, the power of attorney is to be signed electronically as per Act 455/2001), same date same time.

Irrespective of the time the power of attorney is sent to the General Meeting of Shareholders there is to be made a notice on the envelope with capital letters „PROCURA PENTRU ADUNAREA GENERALA A ACTIONARILOR DIN DATA DE 06/07.12.2018”. (Power of attorney for the General Meeting of Shareholders on December 6th / 7th, 2018)

A shareholder is allowed to appoint a single person to represent him/her with the General Meeting of Shareholders A shareholder may appoint one or more substitute members who should ensure his/her representation with the General Meeting of Shareholders in case the appointed representative cannot fulfil his/her mandate. If there are appointed several representatives in the special power of attorney their order is to be settled.

A shareholder is also entitled to give a **general power of attorney** valid for not more than three years on the basis of which the representative shall vote in all aspects that are discussed in the General Meeting of Shareholders, including decision documents, provided that the power of attorney is issued by the shareholder in his/her capacity of client as an agent in the meaning of capital law or by a solicitor. For its identification the power of attorney shall have as annexes the following documents: copy of an identity document of the shareholder (IC, passport, stay permit) and a copy of the identity document of the representative for natural persons; copy of the identity document of the representative/authorized person for natural persons (IC, passport, stay permit), copy of the identity document of the solicitor together with the de affidavit in original or, if the representative/authorized person is a juristic person the identity document of the legal representative together with the certification of the Trade Register or any equivalent document issued by a competent entity of the state the representative/authorized juristic person where the shareholder is legally registered original or an authorized copy. Documents that are not in English shall be translated into Romania or English.

Shareholders shall not be represented with the General Meeting of Shareholders by means of a general power of attorney by persons that are in conflict of interests according to art. 92 point 15 of Act 24/2017 (issuer of financial instruments and market operations).

A special power of attorney for representation with the General Meeting of Shareholders given by a shareholder for a credit institution that makes custody services shall be deemed valid even if there are no other documents available for said shareholder, provided that the special power of attorney is issued in compliance with Regulation of the Financial Supervisory Authority no. 5/2018, is signed by the shareholder himself and is presented together with a formal declaration given by the legal representative of the banking institution, who was authorized to represent by a special power of attorney where they state: (i) the credit institution makes custody services for said shareholder; (ii) the instructions in the special power of attorney are the same with the instructions of the SWIFT message received by the credit institution to vote on behalf of that shareholder, (iii) the special power of attorney shall be signed by the shareholder. The special power of attorney and the statement shall be submitted to the head office in original, and, if necessary stamped; no other formalities shall be necessary.

Shareholders may vote the items on the agenda through **postal vote**, the vote form that is filled in and duly signed shall be sent in a sealed envelope to the head office in Bistrita, 5 Zorilor street, district Bistrita-Nasaud, zip code: 420011 and is deemed to be in time if the envelope arrives the head office by 10:00 o'clock on December 4th, 2018. The envelope has to bear the wording in capital letters „VOT PRIN CORESPONDENTA PENTRU ADUNAREA GENERALA A ACTIONARILOR DIN DATA DE 06/07.12.2018” – i.e. Postal Vote for the General Meeting of Shareholders from December 6th / 7th, 2018. The ballots may be sent by e-mail with an extended electronic signature as per Act 455/2001 (electronic signature) to the address investor@transilvianibroker.ro with the remark: „VOT PRIN CORESPONDENTA PENTRU

ADUNAREA GENERALA A ACTIONARILOR DIN DATA DE 06/07.12.2018". If this is not the case, the shareholder misses his/her right to vote.

The postal vote may be given by a representative only provided the he/she got from the shareholder, whom he is to represent, a special/general power of attorney, that the issuer is to submit in compliance with art. 92 paragraph (14) of Act 24/2017 (issuer of financial instruments and market operations).

One or more shareholders that individually or together make at least 5% of the main capital may introduce items on the agenda of the General Meeting of Shareholders by November 17th, 2018 (provided that each item is justified by a decision draft proposed to be adopted) or propose to be included on the agenda.

The proposal concerning the draft of decision can be submitted in a sealed envelope at the headquarters situated in Bistrita-Nasaud, 5 Zorilor street by 12 o'clock on November 17th, 2018, or sent by e-mail with an extended electronic signature according to Act 455/2001 (electronic signature) having the same deadline to the address investor@transilvianibroker.ro bearing the written notice „PROPUNERE DE NOI PUNCTE PE ORDINEA DE ZI PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN DATA DE 06/07.12.2018”.

Each new item on the agenda is to be justified or have a decision draft otherwise it cannot be submitted to be passed in the General Meeting of Shareholders. The proposals are to be sent together with the copy of an identity document, if the shareholder is a natural person; copy of an identity document of the representative/the mandatory, a certification issued by the Trade Register or any other equivalent document issued by a competent authority of the state where the shareholder is legally registered and that proves his/her capacity of a legal representative. The documents shall be submitted in the original or in a copy true to the original if the shareholder is a juristic person. Documents attesting the capacity of a legal representative of the juristic person of the shareholder shall be issued no more than 30 days prior to the publishing of the invitation to the Meeting of the Shareholders.

Each shareholder is entitled to address by December 4th, 2018 questions concerning the agenda according to art. 198 of the Regulation of the Financial Supervisory Authority no. 5/2018. The company shall answer said questions during the meeting.

Questions may be asked in writing and sent in an envelope to the head office in Bistrita, 5 Zorilor street, district Bistrita-Nasaud , zip code 420011 or sent in any postal form or fast and registered mail, or by e-mail with an extended electronic signature according to Act 455/2001 (electronic signature) and addressed to investor@transilvianibroker.ro with the following remark „PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN DATA DE 06/07.12.2018”. To identify persons who ask questions they shall submit copies of their identity documents.



Should the assembly not have a quorum at the first meeting a second General Meeting of Shareholders shall be called on December 7th, 2018 at the same time and place with the same agenda.

For further questions please don't hesitate to contact us at the phone number 0730 709997, e-mail: investor@transilvianibroker.ro, contact person Adriana Denes – Head of the Law Department.

TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan

Chairman of the Board of Directors