



NOTICE TO ATTEND

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 18/19 JANUARY 2023

In accordance with the provisions of Law 31/1990 on companies, republished, as amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, republished, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations , with subsequent changes and of the updated Articles of Association,

The Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.** , a Romanian legal entity, whose sole object of activity is insurance intermediation, with registered office in Bistrita, Calea Moldovei no. 13, Bistrita-Nasaud county, 420096, registered with the ORC of the Bistrita-Nasaud Court under no. J06/674/2006, CUI 19044296, authorised under CSA Decision No 114.420/2006 and entered in the Register of Insurance Brokers under No RBK-374/17.11.2006, met in the meeting of December 14, 2022, **convenes:**

Ordinary General Meeting of Shareholders , for the date of **January 18, 2023**, at the Company's headquarters in Bistrita, str. Calea Moldovei , nr. 13 , jud. Bistrita-Năsăud, starting **at 10.00 a.m.**, at which the shareholders registered in the Register of Shareholders (issued by DEPOZITARUL CENTRAL S.A.) at the **reference date** set for the end of **January 6, 2023** have the right to participate and vote.

The Ordinary General Meeting of Shareholders will have the following agenda:

As a result of the vacancy, as of October 25, 2022, of a director position in the Board of Directors of the Company:

1. Appointment of a new member of the Board of Directors, in accordance with the provisions of Article 11 of the Articles of Association of the Company;
2. Establishment of the term of office of the new member of the Board of Directors appointed under item 1 of the agenda;
3. Mandate Mr. Niculae Dan, Chairman of the Board of Directors, to negotiate and sign the Management Agreement, in the name and on behalf of the Company, his remuneration to be established in compliance with the general limits of the gross remuneration granted to the members of the Board of Directors established according to *the Remuneration Policy for the administrative and executive management*, adopted at the level of the Company;
4. Approval of the date of **February 9, 2023** 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(1) of the Law on Issuers, the date of **February 8, 2023** representing the "**ex-date**".



5. Mandate the Chairman of the Board of Directors, in the person of Mr. Niculae Dan, to sign on behalf of all shareholders present at the General Meeting, the AGM Resolution.
6. Mandate the General Manager, Mr. Login Gabriel and the Director of the Legal Department, Mrs. Denes Adriana, to carry out all the necessary formalities regarding the filing of the AGM resolution with the ORC of the Bistrita-Nasaud Court in order to publish it in the Official Gazette of Romania, Part IV, to obtain the prior approval of the ASF regarding the changes made in the company's structure and to subsequently make the necessary mentions to the ORC, according to the law.

At the date of convocation, the share capital of the Company is 500,000 lei divided into 5,000,000 registered shares, dematerialized, with a nominal value of 0.1 lei, **each share giving the right to one vote in the General Meeting.**

From December 17, 2022 until the date set for the AGM, they can be obtained by the shareholders, upon request, at the Company's registered office, every working day, between 10.00-16.00 or can be downloaded from the Company's website www.transilvaniabroker.ro , category < *Investors* > , Section < *AGM* > , version in Romanian/English, the following **documents** which are the basis of the AGM proceedings: *The convening notice; The total number of issued shares and voting rights at the date of the convening notice; The draft resolutions proposed for approval by the AGM; The general/special proxy forms usable for proxy voting; The postal voting forms; The list containing information on the name, place of residence and professional qualifications of the person(s) proposed for the position of director; All documents to be submitted to the General Meeting of Shareholders.*

Shareholders may attend in person or may be represented at General Meetings of Shareholders, either by their legal representatives or by other representatives granted *a special or general power of attorney*, in accordance with Article 105 paragraph (12) of the Law no.24/2017 on issuers of financial instruments and market operations, republished. *A shareholder is obliged to give, in the special proxy form, specific voting instructions to the person representing him/her for each item on the agenda of the General Meeting of Shareholders.*

In the case of personal voting, individual shareholders and legal entity shareholders are entitled to participate in the AGM by simply proving their identity with their identity card (identity card, identity card, passport, residence permit) and, *in the case of legal entity shareholders*, with the identity card of their legal representative (identity card, identity card, passport, residence permit). The status of legal representative shall be proved by a certificate issued by the trade register or any equivalent document issued by a competent authority of the state in which the shareholder legal entity is legally registered, attesting the status of legal representative, presented in original or certified copy. The documents attesting the legal representative status of the shareholder legal entity shall be issued no later than 30 days before the date of publication of the Notice of the AGM.



Documents submitted in a language other than English must be accompanied by a translation into Romanian/English by an authorized translator.

In the case of proxy voting, it is possible to represent shareholders at AGM meetings through a representative/trustee who can be another shareholder or a third person. Voting by proxy with a special power of attorney may be expressed by completing and signing the special power of attorney forms provided by the company, in 3 copies of which: one copy shall be sent in writing, in original, to the registered office, the second copy shall be handed to the representative, so that he/she can prove his/her capacity as representative at the request of the technical secretariat of the meeting, the third copy shall remain with the shareholder.

The special/general power of attorney shall be transmitted in physical format, in original in the case of the special power of attorney, respectively in copy according to the original under the representative's signature, in the case of the general power of attorney, so that they are registered as received at the registered office (Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud county), until **January 16, 2023, 10:00 a.m.**, or by e-mail at investor@transilvaniabroker.ro with the extended electronic signature incorporated according to Law no.455/2001, republished, until the same date and time.

Regardless of the method of transmission of proxies to AGM, it must contain the wording written on the envelope, clearly and in capital letters "PROXY FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 18/19.01.2023".

A shareholder can appoint only one person to represent him/her on the AGM. A shareholder may appoint by special proxy one or more alternate representatives to represent him at the AGM if the appointed representative is unable to fulfil his mandate. If more than one alternate representative is appointed by special proxy, the order in which they shall exercise their mandate shall also be determined.

A shareholder may also grant a **general power of attorney** valid for a period not exceeding 3 years, empowering his representative to vote on all matters under discussion at the AGM, including acts of disposition, provided that the power of attorney is granted by the shareholder as a client to an intermediary within the meaning of capital law or to a lawyer. For identification purposes the special/general power of attorney shall be accompanied by the following documents: copy of the shareholder's identity document (identity card, identity card, passport, residence permit) and copy of the representative's identity document, in the case of natural persons; copy of the identity document of the representative/trustee (identity card, identity card, passport, residence permit), copy of the identity card of the representative/legal representative of the lawyer accompanied by the original power of attorney or, in the case of the representative/legal representative of the legal person, copy of the identity card of the legal representative of the legal person accompanied by the certificate issued by the trade register or any equivalent document issued by a competent authority of the State in which the representative/legal



representative of the legal person is legally registered, presented in original or certified copy. Documents submitted in a language other than English must be accompanied by a translation into Romanian/English by an authorised translator.

Shareholders may not be represented in the AGM under a general power of attorney by a person who is in a conflict of interest situation, according to Article 105 item 15 of Law no.24/2017 on issuers of financial instruments and market operations, republished.

The special proxy given by a shareholder to a credit institution providing custody services will be valid, without the submission of additional documents relating to the shareholder, if the special proxy is drawn up in accordance with ASF Regulation no. 5./2018, is signed by the respective shareholder and is accompanied by an affidavit given by the legal representative of the credit institution that received the power of representation by special proxy, stating that: (i) the credit institution provides custody services for the respective shareholder; (ii) the instructions in the special proxy are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder; (iii) the special proxy is signed by the shareholder. The special proxy and the affidavit must be deposited at the registered office in original, signed and, where applicable, stamped, without any other formalities being carried out in relation to the form of these documents.

Shareholders may **vote on the** items on the agenda and **by mail**, the voting form, duly completed and signed, will be sent in a closed envelope to the company's headquarters in Bistrita, Calea Moldovei Street no.13, judetul Bistrita-Nasaud, 420096 and must arrive at the company's registered office no later than January 17, 2023 at 10:00 a.m., mentioning on the envelope in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 18/19.01.2023". Ballots may also be sent by e-mail with an extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signature, republished, to the address investor@transilvianibroker.ro mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE GENERAL ORDINARY SHAREHOLDERS' MEETING ON 18/19.01.2023", under penalty of losing the right to vote.

A proxy may vote by correspondence only if he/she has received a special/general proxy from the shareholder he/she represents, which is submitted to the issuer in accordance with Article 105 paragraph (14) of Law no.24/2017 on issuers of financial instruments and market operations, republished.

The position of "ABSTAIN" adopted by a shareholder on the items on the agenda of the General Meeting, DOES NOT REPRESENT AN EXPRESS VOTE.

One or more shareholders representing, individually or jointly, at least 5% of the share capital have the right to place items on the agenda of the General Meetings of Shareholders within 15 days from the date of publication of the notice of the General Meeting , respectively until December 31, 2022 (provided that each item is accompanied by a justification or a draft resolution proposed for adoption) and to propose draft resolutions for items included or proposed to be included on the agenda. These rights can only be exercised in writing.

The proposal for the draft resolution can be submitted, in a closed envelope, to the company's headquarters in Bistrita-Nasaud, Calea Moldovei str., nr. 13, 420096, or sent by e-mail with an



extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, by the same date and time, to the address investor@transilvaniabroker.ro with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING ON 18/19.01.2023".

The list containing information on the name, place of residence and professional qualifications of the person(s) proposed for the position of director will be made available to shareholders, starting from December 17, 2022, at the registered office and on the Company's website www.transilvaniabroker.ro , category < Investors > , Section < AGM >, and may be completed by them.

The deadline for submitting proposals for the post of administrator is January 11, 2023.

Proposals shall include information on the name, place of residence and professional qualifications of the persons proposed for the posts.

Each new item proposed on the agenda must be accompanied by a justification or a draft resolution proposed for adoption at the AGM. These proposals must be accompanied by a copy of the identity document in the case of individual shareholders; a copy of the identity document of the representative/trustee, a certificate issued by the trade register or any equivalent document issued by a competent authority in the state where the shareholder is legally registered, attesting to the status of legal representative, presented in original or in certified copy in the case of legal entity shareholders. The documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the notice of the AGM.

If necessary, the agenda of the AGM, supplemented by the items proposed by the shareholders in accordance with the law and this notice, will be published no later than January 5, 2023.

Each shareholder has the right to ask, until January 17, 2023 at the latest, questions regarding the items on the agenda, according to article 198 of ASF Regulation no.5/2018.

Enquiries can be submitted in an envelope at the company's headquarters in Bistrita, 13 Calea Moldovei str., jud. Bistrita-Nasaud, 420096, respectively transmitted by any form of post or courier with confirmation of receipt or by e-mail, with an electronic signature according to Law 455/2001 on electronic signature, republished, at the address investor@transilvaniabroker.ro mentioning in the subject/envelope "FOR THE GENERAL ORDINARY SHAREHOLDERS' MEETING ON 18/19.01.2023". In order to identify the persons making the enquiry, they must enclose copies of documents proving their identity with the request.

The company will respond to questions from shareholders by publishing the answers on the website under < Investor Relations> < Questions and Answers>.

If the General Meeting is not statutory at the first convocation, the next General Meeting of Shareholders is convened for January 19, 2023, at the same time and place, with the same agenda.

For further information, please contact us at 0730 709997, e-mail: investor@transilvaniabroker.ro, contact person Adriana Denes - Dir. Legal Department.

Chairman of the Board of Directors

Niculae Dan