



## NOTICE TO ATTEND

### The Ordinary and Extraordinary General Meeting of Shareholders

APRIL 27/28, 2022

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 and the 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, **convenes:**

*General Meeting of Shareholders - Ordinary and Extraordinary, for the date of 27.04.2022, at the Company's headquarters in Bistrita, str. Calea Moldovei , nr. 13 , parter, jud. Bistrita-Năsăud, starting at 10.00 a.m., for the **Ordinary General Meeting**, respectively, at 11.00 a.m. for the **Extraordinary General Meeting**, in which the shareholders registered in the Shareholders' Register (issued by DEPOZITARUL CENTRAL S.A.) at the **reference date** set for the end of the day of **18.04.2022** have the right to participate and vote.*

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

1. Presentation and submission for approval of of the Report of the Board of Directors on the individual financial statements for the financial year 2021.
2. Presentation of the statutory auditor's report RAO AUDIT OFICCE S.R.L., on the individual financial statements for the financial year 20 21.
3. Presentation and submission for approval of the Individual Financial Statements for the financial year 2021, based on the Report of the Board of Directors and the Report of the Company's Financial Auditor.
4. Discharge of the Board of Directors of the Company for the financial year 2021.
5. Distribution of net profit for the financial year 2021. It is proposed that the net profit be distributed as follows :

**Net profit to be distributed : 9.543.674 lei**

**Legal reserves: 0 lei**

**Other reserves : 0 lei**

**Coverage of losses carried forward : 0 lei**

**Dividend payout: 7,500,000 lei, the proposed gross dividend/share being 1.5 lei**

**Retained earnings: 2,043,674 lei**



6. Presentation and submission for approval of the Budget of Income and Expenditure for the financial year 2022.
7. Extension of the terms of office of the current members of the Board of Directors of the Company for 4 (four) years, in accordance with the provisions of the Articles of Association (Art.14, item 14.1 of the Articles of Association), taking into account that on 25.07.2022 their term of office expires.
8. Appointment of the Chairman of the Board of Directors (cf. Art.14, item 14.2 of the Articles of Association).
9. Mandate the Chairman of the Board of Directors to negotiate and sign the Management Agreements, on behalf of and for the account of the shareholders, in compliance with the remuneration limits approved in the Remuneration Policy.
10. Extension of the mandate of the statutory auditor of the Company, following the expiry on 25.07.2022 of the service contract concluded with Soc. RAO AUDIT OFICCE S.R.L. , for a period of 4 (four) years.
11. Extension of the mandate of the internal auditor of the Company, following the expiry on 25.07.2022 of the service contract concluded with Soc. EXPERT LEX SRL , for a period equal to the duration of the mandate of the Board of Directors.
12. Mandate the General Manager, in the person of Mr. Login Gabriel, to negotiate and sign, on behalf and for the account of the shareholders, the financial audit and internal audit contracts, in accordance with the resolutions adopted under items 10 and 11.
13. Presentation and submission for approval of the Remuneration Report of the administrative and executive management of the company for the financial year 2021 , prepared in accordance with the provisions of Article 107 of Law 24/2017 on issuers , republished.
14. Approval of the date of **27.05.2022** 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 para. (1) of the Law on Issuers, republished, and setting the date of **26.05.2022** as "*ex-date*".
15. Approval of **08.06.2022 as the "payment date"** under Art. 87(1). (2)-(3) of Law 24/2017, republished and Art. 178 of Regulation No. 5/ 2018 on issuers of financial instruments and market operations.
16. Mandate the Chairman of the Board of Directors, Mr. Niculae Dan, to sign on behalf of all shareholders present at the Meeting, the AGM Resolution.
17. Mandate the General Manager, Mr. Login Gabriel and the Director of the Legal Department, Mrs. Denes Adriana, to carry out all the necessary steps regarding the submission of the OGM resolution to the ORC of the Bistrita-Nasaud Court, with a view to its publication in the Official Gazette of Romania, Part IV and to obtain the prior approval of the Financial Supervisory Authority regarding the extension of the



management mandates respectively, of the statutory auditor's mandate and the subsequent performance of the necessary mentions to the ORC, according to the law.

## II. The Extraordinary General Meeting of Shareholders will have the following agenda:

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

Completion of the secondary object of activity of the Company, in accordance with the provisions of Article 11(3) letter d of ASF Rule 22/2021 on insurance distribution, with the following activities: *intermediation of road assistance services ( CAEN code 5221-Ancillary service activities for land transport), medical ( CAEN code 8690-Other activities relating to human health ) and other after-sales services, for its own clients, such as the establishment or processing of claims, except for liquidation under the applicable national legislation ( CAEN code 4618-Intermeddistance in specialised trade in the sale of specific products )*.

Thus:

➤ **Art. 6 "Object of activity of the Company" , item 6.2. \_Other activities :**

6629- Other activities auxiliary to insurance and pension funding (distribution of pension products) - to be **completed and will read as follows** :

**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)

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

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

2. Approval of the update of the Company's Articles of Association, in accordance with the amendments approved under item 1 on the agenda.
3. Approval of the date of **27.05.2022** as the "**record date**" serving 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, republished and setting the date of **26.05.2022** as the "**ex-date**".
4. Mandate the Chairman of the Board of Directors, Mr. Niculae Dan to sign on behalf of the shareholders the AGM Resolution and 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 AGM.

5. Mandating the Director-General, Mr. Login Gabriel and the Director of the Legal Department, Ms. Denes Adriana, to carry out all legal formalities regarding the obtaining of any necessary prior approvals, agreements/permissions 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 Part IV of the Official Gazette of Romania, to file and receive any documents, as well as to carry out the necessary formalities before the Trade Registry Office, as well as before any other authority, public institutions, legal entities and individuals, and to carry out any acts in order to register and ensure the enforceability of the resolutions to be adopted by the EGM.

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 25.03.2022 until the date set for the AGM meetings, they can be obtained by the shareholders, 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](http://www.transilvaniabroker.ro) , category *< Investors >* , Section *< AGM >* , Romanian/English version, the following **documents** that are the basis for the AGM proceedings: *the convening notices; the total number of issued shares and voting rights at the convening date; the draft resolutions proposed for approval by the AGM; the general/special proxy forms that can be used for proxy voting; the postal voting forms; the 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 three 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 a certified copy 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 26.04.2022, 10:00 a.m., or by e-mail at [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) with an extended electronic signature incorporated according to Law no.455/2001, 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 GENERAL MEETING OF SHAREHOLDERS ON 27/28.04.2022".

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 26.04.2022 at 10:00 a.m., mentioning on the envelope in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF SHAREHOLDERS ON 27/28.04.2022". Ballots may also be sent by e-mail with an extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signatures, to the address [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro), mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF SHAREHOLDERS ON 27/28.04.2022", 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.

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall 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 convocation of the general assembly (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.

The proposal for the draft resolution can be submitted, in a closed envelope, at the company's headquarters in Bistrita-Nasaud, str. Calea Moldovei, 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](mailto:investor@transilvaniabroker.ro) with the written mention

"PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS ON 27/28.04.2022".

**The deadline for submitting proposals for candidates for administrator posts is 31.03.2022.** Proposals should include information on the name, place of residence and professional qualifications of the persons proposed for the positions.

Each proposed new item 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 certified copy in the case of corporate 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 15.04.2022.

Each shareholder has the right to ask, until 26.04.2022 at the latest, questions regarding the items on the agenda, according to article 198 of ASF Regulation no.5/2018.

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

Questions can be submitted in an envelope at the company's headquarters in Bistrita, 13 Calea Moldovei str., jud. Bistrita-Nasaud, 420096, respectively sent by any form of post or courier with confirmation of receipt or by e-mail with an electronic signature incorporated in accordance with Law 455/2001 on electronic signature, at the address [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) mentioning in the subject/envelope "FOR THE GENERAL SHAREHOLDERS' MEETING ON 27/28.04.2022". In order to identify the persons asking the questions, they should attach copies of documents proving their identity to the request.

**If the General Meeting is not statutory at the first convocation, the next General Meeting of Shareholders is convened for 28.04.2022, at the same time and place, with the same agenda.**

#### **Recommendations for shareholders in the context of COVID-19 :**

Soc. TRANSILVANIA BROKER DE ASIGURARE SA recommends to the shareholders, the **exercise of the right to vote by correspondence, respectively the use of electronic means of remote interaction.**

To this end, TRANSILVANIA BROKER DE ASIGURARE SA recommends the following **protection/prevention measures** to the shareholders:

a) to access the information materials for the AGM in electronic format, available on the company's website [www.transilvaniabroker.ro](http://www.transilvaniabroker.ro) - section <Investors> / <AGA>, avoiding, as far as possible, sending them in physical copy, by post, courier service or picking them up in person at the company's registered office;



b) to vote by postal **ballot** by using **the postal ballot** made available by the company through the company's website, as an alternative method of direct participation or by proxy, avoiding, as far as possible, sending them in hard copy by post, courier services or depositing them in person at the issuer's registry. The deadlines for sending postal ballots or proxies and the required accompanying documents are specified in the notice of the Meeting.

c) to use, as a means of communication with the company, with priority the electronic communication channels made available for sending to the company, including e-mail address [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) using an electronic signature, of any documents sent to the company in connection with the AGM, avoiding, as far as possible, sending them in hard copy by post, courier services or depositing them personally at the registrar of the issuer.

Soc. TRANSILVANIA BROKER DE ASIGURARE SA emphasizes the fact that it is not excluded that, at the time of the general meeting, depending on the decisions adopted by the authorities, some restrictions may be applied regarding the events held in closed spaces or other rules in order to ensure the health safety of the participants, which the company will be obliged to respect.

We look forward to the work of the meeting and thank our shareholders in advance for their support and cooperation in the successful conduct of the meeting under the special conditions to which we have to adapt, for the safety of all and for compliance with legal provisions.

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

**Chairman of the Board of Directors**

Niculae Dan