



## PROJECT

**DECISION NO.19**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
**from April 26, 2023**

The Ordinary General Meeting of Shareholders ("OGSM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrita, Calea Moldovei, nr. 13, jud. Bistrița Năsăud, a Romanian legal entity whose sole 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 and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended

adopted today, in a meeting held on **26 April 2024**, at 10.00 a.m., in Bistrita, jud. Bistrita-Năsăud, 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:

**H O T E R**  
**on the items on the agenda, as follows:**

1. Approve the Report of the Board of Directors for the year 2022.  
**Voting structure :** \_\_\_\_\_, \_\_\_\_\_% for , \_\_\_\_\_, \_\_\_\_\_% against , \_\_\_\_\_, \_\_\_\_\_% abstain
2. Takes note of the Report of the Financial Auditor RAO AUDIT OFICCE S.R.L., on the Individual Financial Statements for the financial year 2022.
3. Approve the individual financial statements for the financial year 2022, namely: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies as well as the explanatory notes contained in the financial statements for the year 2022, 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 2022.  
**Voting structure :** \_\_\_\_\_, \_\_\_\_\_% for , \_\_\_\_\_, \_\_\_\_\_% against , \_\_\_\_\_, \_\_\_\_\_% abstain
5. Approves the proposal for the distribution of the net profit for the financial year 2022. It is proposed that the net profit be distributed as follows :

**Net profit to be distributed : 13.573.011 lei**

**Legal reserves: 0 lei**

**Other reserves : 0 lei**

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

**Dividend payout: 10,000,000 lei, the proposed gross dividend/share being 2.0 lei**



**Retained earnings : 3.573.011 lei**

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

6. Approves the Income and Expenditure Budget for the financial year 2023, with the following indicators:

Indicators 2022	READ
Total income	150.120.000,00
Total expenditure	136.115.000,00
Gross result	14.005.000,00
Tax profit	1.960.700,00
Net result	12.044.300,00

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

7. Approve the *Remuneration Report of the administrative and executive management of the company* for the financial year 2022 , prepared in accordance with the provisions of Article 107 of Law 24/2017 on issuers , republished.

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

8. Approve the date of **26.05.2023** 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 paragraph (1) of the Law on Issuers, republished and set the date of **25.05.2023** as the "**ex-date**".

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

9. Approve **15.06.2023 as the "payment date"** under Art. 87 para. (2)-(3) of Law 24/2017, republished 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 Director General, Mr. Login Gabriel 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 was drafted and signed today, **April 26, 2023**, in 5(five) original copies of which 2(two) copies for the Company and 3(three) copies to be filed with the Commercial Registry Office of the Bistrita-Nasaud Court, respectively the Financial Supervisory Authority.

**Chairman of the Board of Directors**  
**NICULAE DAN**