*This form (completed and signed by the natural person shareholder and accompanied by a copy of the identity card signed in original by the identity card holder/completed and signed by the legal representative of the legal person shareholder, accompanied by the official document certifying his/her capacity as legal representative; the quality of legal representative is ascertained on the basis of the list of shareholders from the reference/registration date, received from the Central Depository, must be received in original by* ***April 26, 2022, 10 a.m..00*** *, at the company's registered office, located in Bistrita, jud Bistrita-Nasaud, str. Calea Moldovei nr. 13, code 420096*

# **POSTAL VOTING FORM**

# **for the Ordinary General Meeting of Shareholders**

**Soc. TRANSILVANIA BROKER DE ASIGURARE S.A.**

**convened for 27 APRIL 2022**

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified by the identity card \_\_\_\_\_\_\_\_ series \_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with the personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by Soc. TRANSILVANIA BROKER DE ASIGURARE SA, registered at ORC Bistrita under no. J 06/674/2006, CUI 19044296, representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ % of the total number of 5.000.000 shares of Soc. TRANSILVANIA BROKER DE ASIGURARE SA, which gives me a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the General Meeting of Shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares/voting rights issued by Soc. TRANSILVANIA BROKER DE ASIGURARE SA Bistrita

**Or**

The undersigned\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with registered office in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified by registration number at the Trade Register\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with CUI \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ holding \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by TRANSILVANIA BROKER DE ASIGURARE SA, registered at ORC Bistrita-Nasaud under no. J06/674/2006, CUI 19044296, representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ % of the total number of shares issued by Soc. TRANSILVANIA BROKER DE ASIGURARE SA, which gives me a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the General Meeting of Shareholders representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total number of 5,000,000 shares of Soc. TRANSILVANIA BROKER DE ASIGURARE SA, legally represented**1** by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, holder of the BI/CI series\_\_\_\_ number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , pursuant to Article 208, para. 2 of ASF Regulation no. 5/2018, I exercise my right to vote by correspondence on the items on the agenda of the Ordinary General Meeting of Shareholders of Soc. TRANSILVANIA BROKER DE ASIGURARE SA to be held on **27 April 2022, at 1000** in Bistrita, str. Calea Moldovei , nr. 13, jud. Bistrita-Nasaud or on the date of the second meeting, if the first one cannot be held, as follows:

| Ordinary General Meeting of Shareholders | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Agenda item*** | *Voting* *(to be completed as appropriate with for, against or abstention)* | | | | | | | | | | | |
| *FOR* | | | | | *ÎMPOTRIVE* | *ABSTAIN* | | | | | |
| 1. Presentation and submission for approval of the Report of the Board of Directors for the year 2021. | Variant proposed by the Administrative Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 2. Presentation of the report of the financial auditor RAO AUDIT OFICCE S.R.L. on the individual financial statements for the financial year 2021. | **No vote** | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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. | Variant proposed by the Administrative Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 4. Discharge of the Board of Directors of the Company for the financial year 2021. | Variant proposed by the Administrative Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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 | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| Shareholder's proposed version \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(if applicable) | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
|  | | | | |  |  | | | | | |
| 6. Presentation and submission for approval of the Budget of Income and Expenditure for the financial year 2022. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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 Incorporation (Art.14, item 14.1 of the Articles of Incorporation), considering that their term of office expires on 25.07.2022. | Variant proposed by the Management Board | | | | | | | | | | | |
| NICULAE DAN | | | | | | | | | | | |
|  |  | | | | | |  | | | | |
| LOGIN GABRIEL | | | | | | | | | | | |
|  | |  | | | | | |  | | | |
| DENES DANIELA-TASIA | | | | | | | | | | | |
|  | | |  | | | | | |  | | |
| TUICA GABRIEL-ALEXANDRU | | | | | | | | | | | |
|  | | | |  | | | | | | |  |
| BARNA ERIK | | | | | | | | | | | |
|  | | | |  | | | | | |  | |
| Shareholder's proposed version \_\_\_\_\_\_\_\_\_\_\_\_ (if applicable) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 8. Appointment of the Chairman of the Board of Directors (cf. Art.14, item 14.2 of the Constitution). | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| Shareholder's proposed version \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(if applicable)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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, subject to the remuneration limits approved in the Remuneration Policy. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 10. Extension of the mandate of the statutory auditor of the Company, following the expiry on 25.07.2022 of the service contract with Soc. RAO AUDIT OFICCE S.R.L. , for a period of 4 (four) years. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 12.Mandate the General Manager, in the person of Mr. Login Gabriel, in the name and on behalf of the shareholders, to negotiate and sign the financial audit and internal audit contracts, in accordance with the resolutions adopted in items 10 and 11. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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 paragraph (1) of the Law on Issuers, republished and setting the date of 26.05.2022 as "*ex-date"*. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| Shareholder's proposed variant (if applicable) | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 15. Approval of 08.06.2022 as the "payment date", in accordance with Article 87(2)(a). (2)-(3) of Law 24/2017, republished and Art. 178 of Regulation No. 5/ 2018 on issuers of financial instruments and market operations. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| Shareholder's proposed variant (if applicable) | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 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. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |
| 17.Mandate the General Manager, Mr. Login Gabriel and the Director of the Legal Department, Mrs. Denes Adriana, to take all necessary steps regarding the submission of the AGOA resolution to the ORC of the Bistrita-Nasaud Court, in order to publish it 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, the mandate of the statutory auditor and the subsequent performance of the necessary formalities at the ORC, according to the law. | Variant proposed by the Management Board | | | | | | | | | | | |
|  | | | | |  |  | | | | | |

*The Shareholder assumes full responsibility for the correct completion and safe submission of this voting form*.

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder

*(in clear, capital letters)*

2\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

3\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*(signature)*

*Note:*

***1****The status of legal representative is established on the basis of the list of shareholders as of the reference/registration date received from the Central Depository.*

***2*** *in the case of a legal entity shareholder, the position of the legal representative shall be mentioned*

***3*** *in the case of a legal entity shareholder, a valid stamp must be applied (if used)*