



**PROJECT**

**DECISION NO. 26  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita  
dated March 17, 2026**

The Ordinary General Meeting of Shareholders ("OGMS") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), with its registered office in Bistrita, str. Calea Moldovei, no. 13, jud. Bistrita Nasaud, a Romanian legal entity whose object of activity is the distribution of insurance, authorized by the Financial Supervisory Authority based on 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, registration number in the Trade Register J2006000674065, convened in accordance with the provisions of Law 31/1990 on companies, republished, with subsequent amendments and additions, the Company's Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and additions, and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions

adopted today, at the meeting held on **March 17, 2026**, at 10:00 a.m., in Bistrita, Bistrita-Năsăud County, with a quorum of \_\_\_\_\_ out of a total of 5,000,000 voting rights attached to the 5,000,000 shares issued by the Company, representing a total number of \_\_\_\_\_ valid votes cast, the following:

**DECISION  
on the items on the agenda, as follows:**

- Approves the extension of the mandates of three of the current members of the Company's Board of Directors and also approves the appointment of two new members of the Board for 4 (four) years, in accordance with the legal and statutory provisions (Art. 14 para. 14.1 of the Company's Articles of Association), given that the term of office of the current Board expires on 27.04.2026.  
*The duties associated with the respective position will be exercised only after obtaining the approval decision issued by the F.S.A., in accordance with the provisions of Art. 22(11) of F.S.A. Norm 22/2021 regarding the distribution of insurance.*

Thus, **the following persons** are appointed as directors of the Company for a term of 4 (four) years:

- Administrator** \_\_\_\_\_

**Voting structure:** \_\_\_\_\_, \_\_\_\_\_% in favor, \_\_\_\_\_, \_\_\_\_\_% against, \_\_\_\_\_, \_\_\_\_\_% abstentions

- Administrator**

**Voting structure:** \_\_\_\_\_, \_\_\_\_\_% in favor, \_\_\_\_\_, \_\_\_\_\_% against, \_\_\_\_\_, \_\_\_\_\_% abstentions

- Administrator**

**Voting structure:** \_\_\_\_\_, \_\_\_\_\_% in favor, \_\_\_\_\_, \_\_\_\_\_% against, \_\_\_\_\_, \_\_\_\_\_% abstentions



4. Administrator

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

5. Administrator

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

2. Approves the appointment of Mr. Niculae Dan as Chairman of the Board of Directors (in accordance with the provisions of Art. 14, paragraph 14.2 of the Company's Articles of Association) for the duration of his term on the Board.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

3. Empowers the Chairman of the Board of Directors to negotiate and sign the Management Contracts on behalf of and for the account of the shareholders, in accordance with the decisions adopted by the General Meeting and in compliance with the remuneration limits approved by *the Company's Management Remuneration Policy*.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

4. Approves the extension of the mandate of the statutory auditor Soc. RAO AUDIT OFICCE S.R.L. (audit company authorized by CAFR, with headquarters in Tg. Mures, str. Dr. Emil Dandea, nr.1, jud. Mures, registered with the Trade Register under no. J26/1031/2014, CUI RO 33761083), for 1 (one) year, in compliance with legal and statutory provisions, following its expiry on 27.04.2026.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstention

5. Approves the renewal of the contract concluded with the internal auditor Soc. EXPERT LEX S.RL. (audit company authorized by CAFR, with headquarters in Târgu Mureș, Gării Street, no. 2A, registered with the Trade Register under no. J26/25/2001, CUI RO 13650625), for a period equal to the term of office of the Board of Directors (4 years), following the expiry of its term on 27.04.2026.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

6. Mandating the General Manager, Mr. Baltasiu Sorin-Stefan, to negotiate and sign the audit contracts (financial and internal) on behalf of the shareholders, in accordance with the decisions adopted by this General Meeting.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

7. Approves the date of 07.04.2026 as the "**registration date**" used to identify the shareholders who will be affected by the decisions adopted by the Ordinary General Meeting of Shareholders in accordance with the provisions of Article 87(1)(1) of the Issuers Law, republished, with subsequent amendments, and sets 06.04.2026 as the "**ex-date**".

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions



8. Empowers the Chairman of the Board of Directors, Mr. Nicolae Dan, to sign this AGM Resolution on behalf of and for all shareholders present at the Meeting.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

9. Empowers the General Manager, Mr. Baltasiu Sorin-Stefan, and the Director of the Legal Department, Ms. Denes Adriana, to take all necessary legal steps regarding the submission of the AGM Resolution to the Trade Registry Office attached to the Bistrita-Nasaud Court, for its publication in the Official Gazette of Romania, Part IV, and to obtain the prior approval of the Financial Supervisory Authority regarding the establishment/extension of the mandates of the administrators appointed by this AGM Resolution and the subsequent making of the necessary entries at the Trade Registry Office, in accordance with the law.

**Voting structure:** \_\_\_\_, \_\_\_\_% in favor, \_\_\_\_, \_\_\_\_% against, \_\_\_\_, \_\_\_\_% abstentions

This decision was drafted and signed today, March 17, 2026, in 5 (five) original copies.

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