

SPECIAL POWER OF ATTORNEY

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDER ¹

I,.....

.....
(name and given name of the shareholder - natural person - or of the legal representative of the shareholder - juristic person)

Legal representative of:

.....
(to be filled in for juristic persons with the full name and the Fiscal Code of the legal representative. The capacity of a legal representative is proven by means of the list of shareholders valid on the reference /registration daysupplied by the Central Depository.

Personal figure code....., complete address

.....
holder of the IC/passport series, no....., issued by,
holder of shares with the company TRANSILVANIA BROKER DE ASIGURARE SA Bistrita, registered with the Trade Register Bistrita-Nasaud under J 06/674/2006, fiscal code 19044296, representing% of the total of 2,500,000 shares of the company TRANSILVANIA BROKER DE ASIGURARE SA that grants me the right of votes in the General Meeting of Shareholders, representing % of the total of shares issued by the company TRANSILVANIA BROKER DE ASIGURARE SA Bistrita hereby **give this power of attorney to** :

.....
(name and given name/name of the representative who is given this power of attorney)

resident/office

.....
Personal figure code....., holder of the IC/passport series,
no....., issued by

(for representatives as natural persons)

Fiscal Code

(for representatives as juridics persons)

As my representative with the Extraordinary General Meeting of Shareholders of the company TRANSILVANIA BROKER DE ASIGURARE SA, Bistrita, that is to take place at 10.00 o'clock on **September 07th, 2021** in Bistrita, 13 Calea Moldovei street, ground floor, Bistrita-Nasaud county, or at the second meeting should the first meeting not be statutory and to vote according to the number of shares I own and that are listed in the Register of shareholders of SC. DEPOZITARUL CENTRAL SA Bucharest on the **reference day**, i.e. **August 27 , 2021**, as follows:

1. Approval of the amendment of the Articles of Association of the Company, by :

i) Splitting (splitting) the nominal value of the Company's shares, in a split ratio of 1:2, with the nominal value of the share changing from 0.2 lei to 0.1 lei, the Company's share capital of 500,000 lei to be divided into 5,000,000 shares with a nominal value of 0.1 lei each.

ii) The addition of the secondary object of activity of the Company with CAEN code 6629 - Other activities auxiliary to insurance and pension funds (private pension intermediary), subject to the condition that this decision takes effect only after obtaining the approvals as intermediary for carrying out the marketing activity of privately managed pension funds, respectively the marketing activity of the voluntary pension fund, in accordance with the legal provisions and sectoral rules in force.

iii) Closure of the current working point in Cluj-Napoca and opening of a new working point of the company (Cluj-Napoca), in accordance with the Decision of the Board of Directors no.20/23.12.2020, supplemented by the Decision of the Board of Directors no.22/05.07.2021, subject to obtaining prior approval from the Financial Supervisory Authority, in accordance with the legal provisions and sectoral rules in force.

In the variant proposed by the Managing Council of the company

For Against..... Abstain

In the variant proposed by the shareholder (if any)

For Agaist..... Abstain

2. Approval of the update of the Articles of Association of the Company, in accordance with the amendments approved under item 1 of the agenda.

In the variant proposed by the Managing Council of the company

For Against..... Abstain

In the variant proposed by the shareholder (if any)

For Agaist..... Abstain

3. Approval of the implementation of a "Stock Option Plan" incentive and loyalty programme for key persons of the Company ("the Programme"), the objective of which is to grant option rights for the acquisition, by employees and/or directors and/or officers of the Company, of shares free of charge, the total number of which shall not exceed 1% of the share capital as of the date of the last option tranche, under the conditions set out in the Programme as presented to the AGM. The Programme will be initiated after the completion of the share split of the nominal value of the Company's shares, subject to the approval of agenda item 1 and will run from 2022-2025.

The Board of Directors shall be empowered to take all necessary measures and carry out all formalities required for the approval and implementation of the Stock Option Plan, such as, but not limited to (i) identifying the persons eligible to participate in the Program; (ii) determining the number of shares subject to option contracts to be entered into between the Company and the beneficiaries of the Program; (iii) the period between the date of grant of the option right and the date of exercise of the option right, which period may not be shorter than 12 months; (iv) the conditions for the exercise of the option right and, by implication, for the acquisition of shares; (v) the period within which the holder of the option right must exercise his option right for each tranche of options, (vi) the preparation and publication of information documents in accordance with the law, etc.

The implementation of the Programme will be carried out in compliance with the legal obligations to draw up and publish disclosure documents in accordance with the law and the applicable ASF regulations.

In the variant proposed by the Managing Council of the company
For Against..... Abstain

In the variant proposed by the shareholder (if any)
For Agaist..... Abstain

4. Approval of a programme for the repurchase by the Company of a maximum number of shares representing not more than 0.25% of the subscribed and paid-up share capital as of the date of the resolution of the EGM for the purpose of implementing their incentive plan (Stock Option Plan) subject to its approval by the EGM, in accordance with item 3 on the agenda of this Notice of Meeting, in accordance with the applicable legal provisions and subject to the following conditions:

- a) *Minimum price per share - the nominal value of the share.*
- b) *Maximum price per share - the higher of the price of the last independent transaction and the highest price at the time of the takeover bid, in accordance with the provisions of Article 3 (3). (2) of Delegated Regulation (EU) 2016/1052".*
- c) *The aggregate value of the buy-back programme will not exceed 125,000 lei.*
- d) *The buyback programme will be carried out within 18 months from the date of publication of the AGEA resolution in the Official Gazette of Romania, Part IV.*
- e) *Repurchase transactions may only be for fully paid shares and will be carried out only from the sources provided for by law. The implementation of this buy-back programme will be subject to the availability of the necessary funding sources.*
- f) *The purchase of shares under this programme will be carried out through all market operations permitted by law, which may include public takeover bids initiated by the Company, in compliance with legal provisions.*
- g) *The Board of Directors of the Company is empowered to take all decisions regarding the implementation of the Buyback Programme subject to compliance with applicable laws and shareholder resolutions, including: the launch date, the prices at which the shares will be purchased, the suspension or cancellation of the programme, the appointment of third parties to carry out purchases on behalf of the Company.*

In the variant proposed by the Managing Council of the company
For Against..... Abstain

In the variant proposed by the shareholder (if any)
For Agaist..... Abstain

5. Approval of the date of September 24, 2021 as the "registration 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 86(1) of the Law on Issuers, the date of September 23, 2021 representing the "ex-date".

In the variant proposed by the Managing Council of the company
For Against..... Abstain

In the variant proposed by the shareholder (if any)
For Agaist..... Abstain

6. Approval of the date of February 15, 2022 as the "registration date" for the identification of the shareholders on whom the effects of the decisions adopted by the Extraordinary General Meeting of Shareholders regarding item "1 i)" on the agenda will be reflected, "ex-date" is February 14, 2022, and the date of payment of the shares of TRANSILVANIA BROKER DE ASIGURARE SA resulting from the division of the nominal value is February 16, 2022.

Consequently, the last trading date for the shares of TRANSILVANIA BROKER DE ASIGURARE S.A. before the transaction provided for in point "1 i)" is **February 11, 2022**.

The registration date related to the other items on the agenda will be the one decided by the EGMS according to item 5 on the agenda.

In the variant proposed by the Managing Council of the company

For Against..... Abstain

In the variant proposed by the shareholder (if any)

For Against..... Abstain

7. 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.

In the variant proposed by the Managing Council of the company

For Against..... Abstain

In the variant proposed by the shareholder (if any)

For Against..... Abstain

8. Mandating the Director-General, Mr. Login Gabriel and the Director of the Legal Department, Mrs. 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 AGEA, 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 AGEA.

In the variant proposed by the Managing Council of the company

For Against..... Abstain

In the variant proposed by the shareholder (if any)

For Against..... Abstain

This power of attorney was issued in three (3) original copies; one copy shall be sent to the head office of the company TRANSILVANIA BROKER DE ASIGURARE SA (Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud county, 420096) by **10.00 o'clock on September 06, 2021** by means of communication shown in the invitation, together with the documents mentioned in the same text. The second copy is for the representative to help him/her to identify in the General Meeting of Shareholders. The third copy stays with the shareholder.

This power of attorney was given on:

Name and given name:.....

(Name and given name of the shareholder – natural person- or a legal representative of the shareholder as natural person – capital letters)

Signature:

(Signature of the natural person as shareholder or signature and stamp of the legal representative of the shareholder – natural person).

Note:

¹ *Content is in accordance with ASF Regulation No. 5/2018*