

# SPECIAL POWER OF ATTORNEY

## ORDINARY GENERAL MEETING OF SHAREHOLDER <sup>1</sup>

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 juristic persons )

As my representative with the Ordinary General Meeting of Shareholders of the company TRANSILVANIA BROKER DE ASIGURARE SA, Bistrita, that is to take place at 10.00 o'clock on April 28<sup>th</sup>, 2020 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. April 17<sup>th</sup>, 2020, as follows:

- 1. Presentation and submission for approval of the Report of the Board of Directors, for the year 2019.**

**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 .....

**2. Presentation of the Financial Auditor's Report RAO AUDIT OFFICE S.R.L., on the individual financial statements for the financial year 2019.**

~~-----does not submit to the vote-----~~

**3. Presentation and submission for approval of the individual financial statements for the financial year 2019, based on the Report of the Board of Directors and the Report of the Financial Auditor 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 ..... Against..... Abstain .....

**4. Discharge of the Board of Directors of the company for the financial year 2019.**

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 .....

**5. Allocation of net profit for the financial year 2019. It is proposed that the net profit to be distributed as follows:**

*Net profit to be allocated: 4,639,774 lei*

*Legal reserves: 0 lei*

*Other reserves: 0 lei*

*Coverage of losses: 0 lei*

*Granting of dividends: 3,800,000 lei, the proposed gross dividend/share being in value of 1.52 lei*

*Non-distributed profit: 839,774 lei*

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 .....

**6. Presentation and submission for approval of the Income and Expenditure Budget for the financial year 2020.**

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. Approval of May 19, 2020 as the "registration date" that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Meeting of the Shareholders pursuant to the provisions of art. 86 (1) of the Issuers Act and of May 18, 2020 as "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 ..... Against..... Abstain .....**

**8. The approval of June 3, 2020 as the "payment date", according to art. 86 points 2 and 3 of Law 24/2017 and art. 178 of Regulation no. 5/2018 on issuers of financial instruments and market operations.**

**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 .....**

**9. Authorizing the Chairman of the Board of Directors - General Manager, in the person of Mr. Niculae Dan, to sign in the name and on behalf of all the shareholders present at the Meeting, the OGM Resolution.**

**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 .....**

**10. Authorizing the General Manager Mr. Niculae Dan and the Manager of the Legal Department, Mrs. Denes Adriana, to fulfill all the legal formalities in order to submit the OGMS Decision to the ORC from the Bistrita-Nasaud Tribunal and to publish it in the Official Gazette of Romania, Part IV.**

**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 April 27<sup>th</sup>, 2020 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:**

<sup>1</sup> Content is in accordance with ASF Regulation No. 5/2018