**SPECIAL POWER OF ATTORNEY**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS 1**

The undersigned ................................................................................................................... .........................................................................................................................................................................

 (*name and surname of the natural person shareholder or of the legal representative of the legal person shareholder )*

Legal representative of : ..................................................................................................................................................

 (*to be completed only for legal entity shareholders, with full name and Tax Registration Code... The legal representative status is established on the basis of the list of shareholders as of the reference/registration date, received from the Central Depository* )

CNP................................................................, domiciled at (*full address*) ..........................................

....................................................................................................................................................................................... holder of B.I./C.I./passport series.. ..................., no. ........................, issued by ...........................................,

holder of ......................... shares in Soc. TRANSILVANIA BROKER DE ASIGURARE SA Bistrita, registered with ORC Bistrita-Nasaud 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 issued by Soc. TRANSILVANIA BROKER DE ASIGURARE SA , Bistrita , **I hereby appoint** : ...........................................................................................................................

......................................................................................................................................................................................,

(*surname and forename/name of the representative to whom power of attorney is granted*)

domiciled at .............................................................................................................................................

................................................................................................................................................... ,

CNP................................................. ,holder of B.I./C.I./passport series ................., no. ............................,

issued by ......................

(*for representatives individuals*)

Unique Registration Code ..............................................,

 (*for legal representatives*)

as my representative in the **Ordinary General Meeting of Shareholders of** Soc. TRANSILVANIA BROKER DE ASIGURARE SA , Bistrita , which will take place on **April 27, 2022, 10 a.m.00** at Bistrita, str. Calea Moldovei nr. 13 , parter , jud. Bistrita-Nasaud or on the date of the second meeting, if the first one cannot be held, to exercise the voting rights attached to the shares held by me and registered in the Register of Shareholders of SC. DEPOZITARUL CENTRAL SA Bucharest on the reference date **18 April 2022**, as follows:

1. **Presentation and submission for approval of the Report of the Board of Directors , for the year 2021.**

**For ........................ Against......................... Abstain ...........................**

1. **Presentation of the report of the statutory auditor RAO AUDIT OFICCE S.R.L., on the individual financial statements for the financial year 2021.**

 **..........No vote ...........**

1. **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.**

**For ........................ Against......................... Abstain ...........................**

**4** *.* **Discharge of the Board of Directors of the Company for the financial year**

 **finance 2021***.*

**For ........................ Against......................... Abstain ...........................**

1. **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

**For ........................ Against......................... Abstain ...........................**

1. **Presentation and submission for approval of the Budget of Income and Expenditure for the financial year 2022.**

**For ........................ Against......................... Abstain ...........................**

1. **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 Association (Art.14, item 14.1 of the Articles of Association), taking into account that on 25.07.2022 their term of office expires.**

***In the version proposed by the Board of Directors of the company***

* + - 1. **Administrator NICULAE DAN**

***For ........................ Against......................... Abstain ...........................***

* + - 1. **Administrator LOGIN GABRIEL**

***For ........................ Against......................... Abstain ...........................***

* + - 1. **Administrator DENES DANIELA-TASIA**

***For ........................ Against......................... Abstain ...........................***

* + - 1. **Administrator TUICA GABRIEL-ALEXANDRU**

***For ........................ Against......................... Abstain ...........................***

* + - 1. **Administrator BARNA ERIK**

***For ........................ Against......................... Abstain ............................***

* + - 1. ***As proposed by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(if applicable)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_***

***For ........................ Against......................... Abstain ...........................***

1. **Appointment of the Chairman of the Board of Directors (cf. Art.14, item 14.2 of the Articles of Association).**

 ***As proposed by the Board of Directors of the company:***

**Administrator NICULAE DAN**

***For ........................ Against......................... Abstain ...........................***

**As proposed by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(if applicable)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**For ........................ Against......................... Abstain ...........................**

1. **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, in compliance with the remuneration limits approved in the Remuneration Policy.**

***For ........................ Against......................... Abstain ...........................***

1. **Extension of the mandate of the statutory auditor of the Company, following the expiry on 25.07.2022 of the service contract concluded with Soc. RAO AUDIT OFICCE S.R.L. , for a period of 4 (four) years.**

***For ........................ Against......................... Abstain ...........................***

1. **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.**

***For ........................ Against......................... Abstain ...........................***

1. **Mandate the General Manager, in the person of Mr. Login Gabriel, to negotiate and sign, on behalf and for the account of the shareholders, the financial audit and internal audit contracts, in accordance with the resolutions adopted under items 10 and 11.**

***For ........................ Against......................... Abstain ...........................***

1. **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.**

***For ........................ Against......................... Abstain ...........................***

1. **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 the "ex-date".**

***In the version proposed by the Board of Directors of the company***

***For ........................ Against......................... Abstain ...........................***

**In the version proposed by shareholder\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (if applicable)**

**For ........................ Against......................... Abstain ...........................**

1. **Approval of 08.06.2022 as the "payment date" under Art. 87(1). (2)-(3) of Law 24/2017, republished and Art. 178 of Regulation No. 5/ 2018 on issuers of financial instruments and market operations.**

***In the version proposed by the Board of Directors of the company***

***For ........................ Against......................... Abstain ...........................***

**As proposed by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(if applicable)**

**For ........................ Against......................... Abstain ...........................**

1. ***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.***

***For ........................ Against......................... Abstain ...........................***

1. **Mandate the General Manager, Mr. Login Gabriel and the Director of the Legal Department, Mrs. Denes Adriana, to carry out all the necessary steps regarding the submission of the AGOA resolution to the ORC of the Bistrita-Nasaud Court, with a view to its publication 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 statutory auditor's mandate and the subsequent performance of the necessary formalities at the ORC, according to the law.**

***For ........................ Against......................... Abstain ...........................***

This power of attorney has been drawn up in three (3) original copies, of which one copy shall be sent to the registered office of Soc. TRANSILVANIA BROKER DE ASIGURARE SA (Bistrita, str. Calea Moldovei nr. 13, jud. Bistrita-Nasaud, 420096) until **April 26, 2022 at 10.00 a.m.**, using the means of communication mentioned in the Convening Notice and accompanied by the documents mentioned in the same document, with the second copy the representative will attend the General Meeting of Shareholders and the third copy will remain with the represented shareholder.

**Date of granting of authorisation: .........................................................**

**Full name:...............................................................**

(*Name and surname of the natural person shareholder or of the legal representative of the legal person shareholder, in clear capital letters*)

**Signature:** ........................................................................

(*Signature of the natural person shareholder or signature and stamp for the legal representative of the legal person shareholder* ).

*Note:*

*1The content is in accordance with Regulation 5/2018*