



Reg. No 214 /27.05.2020

To,

**BUCHAREST STOCK EXCHANGE S.A.
FINANCIAL SURVEILLANCE AUTHORITY**

CURRENT REPORT

**In compliance with Annex 12 of Rule 5/2018
concerning the issuers and operations with movable values**

Report date	May 27 th , 2020
Issuer's name	TRANSILVANIA BROKER DE ASIGURARE S.A.
Address	Bistrita, 13 Calea Moldovei street, Bistrița-Nasaud county
Phone/Fax	0263-235900/ 0263-235910
Fiscal code	19044296
Company number	J 06/674/2006
Signed and paid in capital	500,000 lei
Market where the movables are traded	The market is ruled openly, Main Segment, Standard Category

I. Important events to be reported

- a) *Alterations in the control of the company – N/A;*
- b) *Substantial purchases or sales of assets - N/A;*
- c) *Bankruptcy procedure - N/A;*
- d) *Transactions of the kind mentioned in art. 82 of Act 24/2007- N/A;*
- e) **other events:**

The company TRANSILVANIA BROKER DE ASIGURARE S.A. in its capacity of issuer of financial instruments lets its investors know about the **Payment of dividends that shareholders of Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. are entitled to for the financial year 2019** and provides the **Payment procedure of dividends. The procedure is valid beginning from June 3 , 2020.**

TRANSILVANIA BROKER DE ASIGURARE S.A. informs that beginning from June 3, 2020, the dividends for the financial year 2019 will be paid to the shareholders as follows;

1. Dividends for the financial year 2019 are to be paid to the shareholders from June 3, 2020 – **payment date** in compliance with the Decision 10/28.04.2020 of the General Meeting of Shareholders;
2. The gross value/share for the financial year 2019 amounts to 1.52 lei/share; from this amount the legal dividend tax will be deducted at source as valid on the payment date.



3. The shareholders who are entitled to receive dividends distributed from the net profit of the financial year 2019 are shareholders that are entered in the consolidated register of shareholders on May 19, 2020 – **registration date** in compliance with the Decision 10 /28.04.2020 of the General Meeting of Shareholders

The 18 of May 2020 represents the **ex-date** in the compliance with the Decision 10 /28.04.2020 of the General Meeting of Shareholders;

4. The dividends shall be paid in compliance with the proper legal provisions and shall be paid by the Depozitarul Central (Central Depository) S.A.; Soc. TRANSILVANIA BROKER DE ASIGURARE S.A assigned the Banca Comercială Română S.A. to be its payment agent;
5. The payment terms of the dividends are presented in the “*Payment procedure of dividends of the vested rights of shareholders of Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. valid from June 3 , 2020*”, that is the subject of the Annex to this current report;
6. For deceased shareholders dividends shall be paid at the request of the heirs only after the Depozitarul Central S.A. makes the transfer of the shares to the heirs according to the notes of “*Payment procedure of the dividends of the vested rights of shareholders of Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. valid from June 3, 2020*”;

The “*Payment procedure of the dividends of the vested rights of shareholders of Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. valid from June 3, 2020*” is available on the website www.transilvaniabroker.ro.

Further information about the payment procedures of dividends can be requested on the following addresses:

- Depozitarul Central S.A., headquarter: Bucharest, 34-36 B-dul Carol I, sector 2, 3rd, 8th and 9th floor; phone 021.408.58.00; e-mail: dividende@depozitarulcentral.ro;
- Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. headquarter in Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud county (from Monday to Friday between 9 a.m. and 4 p.m.); phone 0263 235900 or e-mail: investor@transilvaniabroker.ro.

Soc. TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan
CEO

Payment procedure concerning the dividends of the vested rights of shareholders of Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. valid from June 3, 2020

The executive board of the company TRANSILVANIA BROKER DE ASIGURARE S.A. lets its shareholders know that in compliance with the Decision 10/28.04.2020 of the General Meeting of Shareholders and the provisions of art. 86 paragraph 5 of Act 24/2017 and of the FSA rule no 5/2018, that the payment of the dividends for the financial year 2019 is carried out through the Depozitarul Central S.A as follows:

- Starting with **June 3, 2020 – payment date** – to shareholders that are registered with the Shareholders' Register of the Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. at the **registration date, i.e. May 19, 2020;**
- The value of the **gross dividend/share is 1.52 lei**. The dividend tax shall be withheld at source from the net value of dividends.

The payment terms of the dividends are as follows:

Chapter I. Payment of dividends for shareholders who are holders of accounts with Participants.

For shareholders - natural persons, juridical or other kinds of entities - and who on the registration date hold shares as per Section II of the Register of Shareholders of the Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. in an account opened with Participants (custody banks or Investment Fund SSIF), dividends are to be paid by bank transfer through the Depozitar Central S.A. to the accounts of the Participants on the payment date; there is no need to expressly ask or submit supplementary documents.

Chapter II. Payment of dividends for shareholders who don't hold accounts with Participants.

A. Through bank transfer (in lei, to accounts opened at a bank in Romania)

Starting with June 3, 2020 shareholders, who are natural persons of legal entities, and who are not represented by Participants but who wish that their dividends are paid through bank transfer, may ask and send to the Depozitarul Central S.A. documents that are necessary for the payment of dividends, namely:

- 1. Shareholders who are not represented by a Participant, *natural persons*, personal or through a legal or conventional representative** shall send to the Depozitarul Central S.A. the collective form with the IBAN code with the autograph signature of the shareholder. In the form the shareholder will name the bank and the account (IBAN code) that is opened on behalf of the Holder of financial instruments together with:
 - a copy of the valid IC where the personal identity code is legible – and where the holder certifies „true to the original document”;
 - an original statement of account of a document issued by the bank (signed) where they confirm that the account on the name of the holder of financial instruments really exists and where they also confirm the IBAN code;
 - a copy the documents that show the capacity of the signatory of the request as legal or conventional representative, as the case may be – certified by the holder with „true to original”;
- 2. Shareholders that are not represented by a Participant, *legal entities* shall send through a legal or conventional representative to the Depozitarul Central S.A. the collective form together the IBAN code**



with the autograph signature and bearing the stamp of the legal entity. In the form they shall name the bank and the account (IBAN code) that is opened on behalf of the Holder of financial instruments together with:

- a copy of the Registration Certificate certified by the representative as „true to the original document”;
- a copy of the document (certificate of registration/equivalent document for foreign entities) to prove that he is the legal representative of the company – certified by the legal representative as „true to original”;
- an original statement of account of a document issued by the bank (signed) where they confirm that the account on the name of the holder of financial instruments really exists and where they also confirm the IBAN code;
- a copy the documents that shows the capacity of the signatory of the request as legal or conventional representative, as the case may be – certified by the holder with „true to original”;
- the original statement of account or a document issued (signed) by the bank to confirm the existence of the account on the name of the holder – legal entity together with the IBAN code.

Notes:

If the sent documents are issued in a foreign language, they have to be translated into Romanian by an authorized translator and bear the Apostille or another certification for documents issued by a foreign authority.

Shareholders who send their requests together with the necessary documents to the Depozitarul Central S.A. at least three working days prior to the payment day on June 3, 2020 will receive payment on the payment date. For requests that are sent after June 3, 2020 the Depozitarul Central S.A. will transfer the money to the bank by three working days since the date of request, provided all necessary documents are submitted, otherwise the Depozitarul Central S.A. will withhold payment until all documents are available.

B. Payment in cash

For shareholders who are natural persons not represented by a Participant and who did not ask the payment to be transferred into a bank account, dividends will be paid in cash at the counter of the agencies/subsidiary of the BCR S.A. (Banca Comerciala Romana S.A.) all over Romania through the Depozitarul Central S.A. beginning from June 3, 2020.

The timetable for the payment of dividends is the normal working time of the units of the BANCA COMERCIALA ROMANA S.A.

Dividends may be paid out to the shareholder personally or his/her legal or conventional representative as follows:

1. Any payment made at a counter will be confirmed by the signature of the person to who the sum was paid. The signature will be on the receipt for payment.
2. To holders that are not represented by Participants and who are **resident natural persons** and who personally appear at the counter are paid against showing their identity card on which their personal identity code (C.N.P) is mentioned. Persons who are not represented by Participants in the registers of Depozitarului Central S.A. shall be identified on the basis of information shown in the C.N.P. field.
3. To holders that are not represented by Participants and who are **non-resident natural persons** who personally appear at the counter will be paid against showing their passport; the series and number of the passport shall be the same as those existing in the registers of the Depozitarul Central S.A.



4. To holders that are not represented by a Participant and who are **natural persons under 14 years of age** payment shall be made to the legal representative, i.e. guardian/parent of the child by submitting the following documents: birth certificate of holders that are not represented by Participants (the personal figure code is compulsory) + 1 certified copy that states the conformity with the original (the copy is retained), juridical document of guardianship in the case the guardian is not a parent of the child + 1 certified copy to prove the conformity with the original (the copy is retained) and the identity document of the guardian/parent + 1 certified copy that states the conformity with the original (the copy is retained).
5. To holders that are not represented by a Participant and who are **natural persons under guardianship** money shall be paid to the guardian of said person, who is to submit the following documents: identity document of holders that are not represented by Participants (the personal figure code is compulsory) + 1 certified copy that states the conformity with the original (the copy is retained), juridical document of guardianship + 1 certified copy to prove the conformity with the original (the copy is retained) and the identity document of the guardian + 1 certified copy that states the conformity with the original (the copy is retained).
6. To holders that are not represented by a Participant and who are **natural persons who do not appear personally at the counter but authorize another person** payment shall be made to this authorized person on the basis of the following documents: special power of attorney issued by a notary in which they state that the authorized person can receive the money. The power of attorney shall not be older than three years, provided the power of attorney is valid for a longer period + 1 certified copy to prove the conformity with the original (the copy is retained) and the identity document of the authorized person + 1 certified copy to prove the conformity with the original (the copy is retained).
7. If the documents are issued in a foreign language, they have to be translated into Romanian by an authorized translator and bear the Apostille or another certification of documents issued by a foreign authority.
8. Natural persons who are entitled to cash sums more than 10,000 lei will the money have transferred in a bank account.

Chapter III. Non-resident natural persons/juridical entities

In compliance with the Fiscal Code concerning the double-taxation treaties on capital incomes the non-resident shareholder shall submit/send to the address of Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. the original of his/her fiscal residence certificate issued by an authorized body of the state of residence.

The certificate of fiscal residence shall be submitted personally to the the secretariat from the following corespondenting address of Soc.TRANSILVANIA BROKER DE ASIGURARE S.A. of Bistrita, 13 Moldovei street (from Monday to Friday between 9 a.m. – 4 p.m.) or it may be sent by mail or any other form of registered presentation to the same address. Should the shareholder fail to submit his/her certificate of fiscal residence, the taxation will be calculated by using the quota that is habitual to resident shareholders. **Payment option** means the option expressed by non-resident shareholders who have an account with Participants and is published to the Depozitarului Central by the Participants within the report on the registration date in compliance with the applicable juristic regime concerning:

- a) payment of dividends when the dividend taxation is withheld at a quota stipulated in the Romanian Fiscal Code as applicable on the **payment date**;
- b) payment of dividends by withholding the taxation in compliance with the treaties to avoid Double Taxation based on complete and proper fiscal documents sent by the shareholder before May 25 , 2020.

Requests to transfer dividends in a bank account are to be sent to the following address: Depozitarul Central S.A. – București, 34 – 36 Bulevardul Carol I, 2nd sector, 8th floor, zip code 020922, phone 021.408.58.00.



All requests mentioned above shall name e-mail addresses and phone numbers where the shareholders or the intermediaries –as the case should be – could be contacted in case of misunderstandings.

We also want to emphasize that, after the payment requests for dividends and the necessary documents were submitted, the Depozitarul Central S.A. and the Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. (for certificates of fiscal residence) reserve their right to ask for supplementary documents.

Chapter IV. Co-property shares

In case of co-property shares dividends will be paid according to the following particularities:

In the case of bank transfer payments, the dividends of co-proprietors will be paid into a common account of all co-proprietors on the basis of a common request made by the co-proprietors to the Depozitarul Central S.A.

In the case of cash payment, cash is used provided that all co-proprietors appear with the BCR S.A. offices personally and submit the above-mentioned documents for cash payments.

When payment is made to shareholders who have an account with a Participant, dividends owed to co-proprietors shall be transferred to the Participant whose clients they are.

If the co-proprietors ask the Depozitarul Central S.A. to register both a direct transfer of the property to financial instruments following an internal partition in compliance with the applicable juristic regulation and a direct payment to each co-proprietor in compliance with the number of financial instruments exclusively owned, the Depozitarul Central S.A. shall stop the payment of dividends. Each former co-proprietor will be paid separately according to this procedure.

Chapter V.

In the case of deceased shareholders dividends shall be paid at the request of the heirs through bank transfer only after the Depozitarul Central S.A. makes the transfer of the shares to the heirs.

Chapter VI.

Any changes of the data in the Register of Shareholders (changes of name, address, identity data, etc.) are made by the Depozitarul Central S.A. of Bucharest, 34-36 B-dul Carol I, sector 2, 3rd, 8th and 9th floor, at the request of the shareholder/authorized person.

Further information about the payment procedures of dividends can be requested on the following addresses:

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- Soc. TRANSILVANIA BROKER DE ASIGURARE S.A. headquarter in Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud county (from Monday to Friday between 9.00 a.m. and– 4 p.m.); phone 0263 235900 or e-mail: investor@transilvaniabroker.ro.