



## INFORMATION DOCUMENT ON THE OFFER OF FREE SHARES TO EMPLOYEES OF TRANSILVANIA BROKER DE ASIGURARE S.A.

Date of the release	June 22, 2023
Company name	TRANSILVANIA INSURANCE BROKER S.A.
Head office	Bistrita, Calea Moldovei nr. 13, jud. Bistrița-Năsăud
Phone number	0263-235900, Fax: 0263-235910
Unique registration code	19044296
Commercial register number	J06/674/2006
Subscribed and paid-up share capital	500.000 lei
Market on which the Company's shares are traded	Regulated Spot Market, Main Segment
Trading symbol	TBK

The management of Transilvania Broker de Asigurare S.A. (the "Company") hereby communicates the following information regarding the offer of shares free of charge to employees of the Company, within the framework of the implementation of the Stock-Option-Plan (SOP) programme for the motivation, remuneration and long-term loyalty of key persons within the Company, as presented to the shareholders and approved by the EGSM Resolution no. 15 from September 07, 2021 and on the basis of the share buy-back programme for the implementation of the SOP approved by the same EGSM resolution and initiated by the Decision of the Board of Directors of the Company no. 27 from December 14, 2022 :

### 1. Responsible persons

Responsibility for the information contained in this document lies with Mr Dan Niculae, Chairman of the Board of Directors.

*Dan Niculae, in my capacity as Chairman of the Board of Directors, hereby declare that the information contained in this document is in accordance with the facts and does not contain any omission or misstatement likely to materially affect the content of the document.*

### 2. Information about the issuer

**Name of Issuer:** TRANSILVANIA BROKER DE ASIGURARE S.A.

**Head office:** Bistrita, Calea Moldovei no. 13, Bistrița-Năsăud county

**Commercial register number:** J06/674/2006

**Unique registration code:** 19044296

**Subscribed and paid-up share capital:** 500.000,00 lei

### 3. Information on the offer of shares to employees

#### 3.1. Decisions to offer or distribute shares to employees

The Extraordinary General Meeting of Shareholders of Transilvania Broker de Asigurare S.A., legally and statutorily convened on September 7, 2021, approved the implementation of the incentive and loyalty programme for the key persons of the Company of the "Stock-Option-Plan" (SOP) type in the form proposed by the Board of Directors, which involves the granting of option rights for the acquisition of shares free of charge in a maximum of 1% of the share capital, with the delegation of all decision-making powers associated with the implementation of the Programme to the members of the Board of Directors.

In order to ensure the necessary actions for the implementation of the SOP plan for the period 2022-2023, the same Meeting approved the implementation of a share buyback program for a maximum number of shares representing a maximum of 0.25% of the subscribed and paid-up share capital at the date of the EGSM resolution (EGSM resolution no. 15 from September 07, 2021), with an aggregate value of no more than RON 125,000.

By Decision of the Board of Directors no. 27 from December 14, 2022, the buy-back programme through purchases at the trading venue was initiated, and will run from December 15, 2022 to February 28, 2023, the number of shares purchased in compliance with the budget allocated by the resolution of the Extraordinary Shareholders' Meeting being 6,582 own shares of Transilvania Broker de Asigurare S.A..

On May 30, 2023 the Board of Directors ascertains that the conditions for the beneficiaries of the SOP plan to exercise their option in accordance with the SOP plan and the terms of the option contracts have been met and, by Decision of the Board of Directors no. 28 from May 31, 2023, the list of beneficiaries is finalised and it is decided that the 6,582 own shares repurchased will be offered free of charge to them, subject to the exercise of the option granted by each individual beneficiary.

**3.2. Description of the increase in share capital** - not applicable. The operation did not involve an increase in share capital

#### 3.3. Description of the operation: reason for offering shares, total number of securities offered, number of securities offered individually by category of investors

**Reason for** offering shares: in accordance with the above mentioned resolutions, the shares are offered as part of the implementation of the Company's long-term incentive, remuneration and loyalty programme for key persons under the *Stock Option Plan*.

**Total number of securities offered:** 6,582 shares, to be distributed exclusively to key employees designated as eligible beneficiaries under the program.

### **3.4. Description of the type and class of securities being offered or allotted.**

**The securities** offered are dematerialised ordinary registered shares, traded on the Bucharest Stock Exchange, Regulated Market, Standard category, Main segment, symbol TBK, ISIN code ROTBKAACNOR5. They are offered on the basis of the Decision of the Board of Directors no. 28 from May 31, 2023, irrespective of the shareholder status of the beneficiaries or the number of shares held.

### **3.5. Period for subscription of shares**

The beneficiaries of the SOP plan for the period 2022-2023 have expressed their option to exercise their right to receive the shares free of charge within the established deadline, and the ownership of the shares will be transferred directly, through the Central Depository system, from the Company to the beneficiaries after the publication of this document and in compliance with the provisions and regulations in force.

### **3.6. Subscription price**

In accordance with the Resolution of the Extraordinary General Meeting of Shareholders of the Company no. 15 from September 07, 2021, the shares covered by the SOP plan will be transferred free of charge, i.e. without subscription price, to the employees of the Company who are beneficiaries of the SOP plan.

### **3.7. Intermediary who assisted the Issuer in the preparation of the presentation document and through whom the subscriptions will be made**

This is not the case.

### **3.8. Any other information deemed important by the Issuer**

According to Article 1, para. (4)(i) of Regulation EU 2017/1129 of the European Parliament and of the Council of July 14, 2017, the drawing up and publication of a prospectus is not compulsory for securities offered, allotted or to be allotted to members of management or employees by their employer, provided that a document is made available containing information about the number and nature of the securities and the reasons for and details of the offer or allotment. The above requirements are hereby satisfied.

### **Issuer**

TRANSILVANIA BROKER DE ASIGURARE S.A.

Chairman of the Board of Directors ,

NICULAE DAN

Bistrita, 22.06.2023