



Reg. No. 80 / 11.02.2026

To,

*Bucharest Stock Exchange S.A.*

*Financial Supervisory Authority (FSA)*

## CURRENT REPORT

According to Annex 12 of ASF Regulation 5/2018  
on issuers of financial instruments and market operations

|                                                       |                                                                      |
|-------------------------------------------------------|----------------------------------------------------------------------|
| <b>Report date</b>                                    | <b>11 February 2026</b>                                              |
| <b>Name of issuer</b>                                 | TRANSILVANIA BROKER DE ASIGURARE S.A.                                |
| <b>Registered office</b>                              | Bistrița, str. Calea Moldovei no. 13, Bistrița-Năsăud County, 420096 |
| <b>Phone/Fax</b>                                      | 0263-235900/ 0263-235910                                             |
| <b>Unique registration code at the Trade Register</b> | 19044296                                                             |
| <b>Order number in the trade register</b>             | J06/674/2006                                                         |
| <b>Subscribed and paid-up capital</b>                 | 500,000 lei                                                          |
| <b>Regulated market</b>                               | Regulated spot market, Main Segment, Standard Category               |

### I. Important events to report

- a) *Changes in control over the issuer – not applicable;*
- b) *Substantial acquisitions or disposals of assets – not applicable;*
- c) *Insolvency proceedings, judicial reorganization, or bankruptcy – not applicable;*
- d) *Transactions of the type listed in Article 82 of Law No. 24/2007 – not applicable;*
- e) **Other events:** NOTICE TO ATTEND OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOC. TRANSILVANIA BROKER DE ASIGURARE S.A. FOR MARCH 17/18, 2026.

**Soc. TRANSILVANIA BROKER DE ASIGURARE S.A.**

**Niculai Dan**

**Chairman of the Board of Directors**



## NOTICE TO ATTEND

### The Ordinary General Meeting of Shareholders

**March 17/18, 2026**

In accordance with the provisions of *Law 31/1990* on companies, republished, with subsequent amendments and additions, *Law No. 24/2017* on issuers of financial instruments and market operations, republished, with subsequent amendments and additions, *ASF Regulation No. 5/2018* on issuers of financial instruments and market operations, and the Company's *Articles of Association*,

The Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian legal entity, whose main activity is insurance distribution, with its registered office in Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud County, postal code 420096, registered in the Trade Register under no. J2006000674065, CUI 19044296, authorized by the Financial Supervisory Authority based on CSA Decision no. 114.420/2006 and registered in the Insurance Brokers Register under no. RBK-374/17.11.2006,

meeting on **February 11, 2026, convenes:**

*Ordinary General Meeting of Shareholders, scheduled for March 17, 2026 (first convocation), at the Company's headquarters in Bistrita, 13 Calea Moldovei Street, ground floor, Bistrita-Năsăud County, at 10:00 a.m., at which shareholders registered in the Shareholders' Register (issued by DEPOZITARUL CENTRAL S.A.) on the reference date set for the end of the day on March 5, 2026, are entitled to participate and vote.*

*If the quorum for validity is not met at the first convocation, a second meeting of the Ordinary General Meeting of Shareholders will be held on March 18, 2026, at 10:00 a.m., at the same place, with the same agenda and the same reference date.*

**The Ordinary General Meeting of Shareholders will have the following agenda:**

- 1) Extension of the mandates of some of the current members of the Company's Board of Directors and, at the same time, appointment of new members of the Board for four (4) years, in accordance with the legal and statutory provisions (Art. 14, paragraph 14.1 of the Company's Articles of Association), considering that on April 27, 2026, the term of office entrusted to the current members of the Board of Directors will expire.
- 2) Appointment of the Chairman of the Board of Directors, in accordance with legal and statutory provisions (Art. 14, paragraph 14.2 of the Company's Articles of Association), for the duration of his/her term of office on the Board.



- 3) Mandating the Chairman of the Board of Directors to negotiate and sign contracts of board members on behalf of and for the account of the shareholders, in compliance with the remuneration limits approved by *the company's management remuneration policy*.
- 4) Extension of the mandate of the statutory auditor Soc. RAO AUDIT OFICCE S.R.L. (audit company authorized by CAFR, with headquarters in Tg. Mures, str. Dr. Emil Dandea, no. 1, jud. Mures, registered with the Trade Register under no. J26/1031/2014, CUI RO 33761083), for 1 (one) year, in compliance with legal and statutory provisions, following the expiry of its term on April 27, 2026.
- 5) Renewal of the contract concluded with the internal auditor Soc. EXPERT LEX S.R.L. (audit company authorized by CAFR, with headquarters in Târgu Mureș, Gării Street, no. 2A, registered with the Trade Register under no. J26/25/2001, CUI RO 13650625), for a period equal to the term of office of the Board of Directors (4 years), following the expiry of its term on April 27, 2026.
- 6) Mandating the General Manager, Mr. Baltasius Sorin-Stefan, to negotiate and sign the audit contracts (financial and internal) on behalf of the shareholders, in accordance with the decisions adopted by the General Meeting.
- 7) Approval of April 7, 2026 as the "*record date*" used to identify the shareholders who will be affected by the decisions adopted by the Ordinary General Meeting of Shareholders in accordance with the provisions of Article 87(1) of the Issuers Law, republished, and setting April 6, 2026 as the "*ex-date*".
- 8) Mandating the Chairman of the Board of Directors, Mr. Niculae Dan, to sign the OGM Resolution on behalf of and for all shareholders present at the Meeting.
- 9) Mandating the General Manager, Mr. Baltasius Sorin-Stefan, and the Director of the Legal Department, Ms. Denes Adriana, to make all necessary steps regarding the submission of the OGM Decision to the Trade Register Office attached to the Bistrita-Nasaud Court, with a view to its publication in the Official Gazette of Romania, Part IV, and obtaining the prior approval of the Financial Supervisory Authority regarding the establishment/extension of the mandates of the administrators appointed by this OGM Resolution and the subsequent making of the necessary entries in the Trade Register, in accordance with the law.

On the date of the convocation, the Company's share capital is 500,000 lei divided into 5,000,000 registered, dematerialized shares with a nominal value of 0.1 lei, **each share giving the right to one vote at the General Meetings.**

Starting on February 17, 2026, and until the date set for the AGM, shareholders may obtain them from the Company's registered office on each working day between 8:00 a.m. and 4:00 p.m. or downloaded from the Company's website [www.transilvaniabroker.ro](http://www.transilvaniabroker.ro), under the category < Investors >, Section < AGM >, in Romanian/English, **the following documents** that form the basis for the AGM proceedings: *The notices of meeting; Total number of shares issued and voting rights on the date of the convocation; Draft resolutions proposed for approval by the AGM; General/special power of*



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attorney forms for voting by proxy; Postal voting forms; all documents to be presented to the General Meeting of Shareholders .

Shareholders may participate in person or be represented at General Shareholders' Meetings either by their legal representatives or by other representatives who have been granted *a special power of attorney* or *a general power of attorney*, under the conditions of Article 105(12) of Law No. 24/2017 on issuers of financial instruments and market operations, republished, as amended. A shareholder is required to provide, in the **special power of attorney** form, specific voting instructions to the person representing them for each item on the agenda of the General Shareholders' Meeting.

**In the case of personal voting**, individual shareholders and legal entity shareholders are entitled to participate in the GSM meeting by simply proving their identity in *the case of individual shareholders* with an identity document (identity card, passport, residence permit) and, *in the case of legal entity shareholders*, with the identity document of the legal representative (identity card, passport, residence permit). The status of legal representative is proven by a certificate issued by the Trade Register or any equivalent document issued by a competent authority in the state where the legal entity shareholder is legally registered, certifying the status of legal representative, presented in original or in a copy certified as true to the original. Documents certifying the legal representative status of the legal entity shareholder shall be issued no more than 30 days prior to the date of publication of the GSM Notice. Documents submitted in a language other than English shall be accompanied by a translation made by a certified translator into Romanian/English.

**In the case of voting by proxy**, shareholders may be represented at GSM meetings by a representative/proxy, who may be another shareholder or a third party. Voting by special proxy may be exercised by completing and signing the special proxy forms provided by the company, in triplicate, of which: one copy shall be sent in writing, in original, to the registered office, the second copy shall be handed over to the representative, so that he/she can prove his/her capacity as representative at the request of the technical secretariat of the meeting, the third copy remaining with the shareholder.

**The special/general power of attorney** shall be sent in physical format, in original in the case of special power of attorney, or in a copy certified as true to the original and signed by the representative, in the case of general power of attorney, so that it can be registered upon receipt at the registered office (Bistrița, 13 Calea Moldovei Street, Bistrița-Năsăud County, postal code 420096), no later than **March 15, 2026, at 10:00 a.m.**, or by email to [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro), with an electronic signature incorporated in accordance with Law No. 214/2024, by the same date and time.



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Regardless of the method of transmission of the powers of attorney to GSM, this must contain the clearly written and capitalized mention "POWER OF ATTORNEY FOR THE GENERAL MEETING OF SHAREHOLDERS ON 17/18.03.2026".

A shareholder may appoint only one person to represent him/her at the GSM. A shareholder may appoint, by special power of attorney, one or more alternate representatives to represent him/her at the general meeting in case the appointed representative is unable to fulfill his/her mandate. If several alternate representatives are appointed by special power of attorney, the order in which they will exercise their mandate shall also be established.

A shareholder may also grant a **general power of attorney** valid for a period not exceeding three years, empowering their representative to vote on all matters under discussion at the GSM, including acts of disposal, provided that the power of attorney is granted by the shareholder as a client of an intermediary within the meaning of capital legislation or a lawyer. For identification purposes, the special/general power of attorney shall be accompanied by the following documents: a copy of the shareholder's identity document (identity card, passport, residence permit) and a copy of the representative's identity document, in the case of natural persons; copy of the representative/agent's identity document (identity card, passport, residence permit), copy of the representative/agent's identity document accompanied by the original power of attorney or, in the case of a representative/agent, a copy of the identity document of the legal representative of the agent, accompanied by the certificate issued by the trade register or any equivalent document issued by a competent authority in the state where the representative/agent is legally registered, presented in original or in a certified copy. Documents submitted in a language other than English shall be accompanied by a translation made by an authorized translator into Romanian/English.

Shareholders may not be represented at the GSM on the basis of a general power of attorney by a person who is in a conflict of interest, according to Article 105(15) of Law No. 24/2017 on issuers of financial instruments and market operations, republished, , as amended.

The special power of attorney for representation in the General Meeting of Shareholders, issued by a shareholder to a credit institution providing custody services, shall be valid without the presentation of other additional documents relating to that shareholder, if the special power of attorney is drawn up in accordance with ASF Regulation No. 5/2018, as amended, is signed by that shareholder and is accompanied by a statement on its own responsibility given by the legal representative of the credit institution that has received the power of representation through the special power of attorney, stating that: (i) the credit institution provides custody services for that shareholder; (ii) the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder; (iii) the special power of attorney is signed by the shareholder. The special power of attorney and the affidavit must be submitted to the registered office in original, signed and, where applicable, stamped, without any other formalities regarding the form of these documents.



**Shareholders may vote** on the items on the agenda **by mail**. The voting form, duly completed and signed, shall be sent in a sealed envelope to the company's headquarters in Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud county , postal code 420096, and must arrive at the company's headquarters no later than March 13, 2026, at 4:00 p.m. clearly marked on the envelope in capital letters "VOTE BY MAIL FOR THE GENERAL MEETING OF SHAREHOLDERS OF ON 17/18.03.2026". Ballots may also be sent by email with an extended electronic signature incorporated in accordance with Law No. 214/2024 on electronic signatures, to [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) , mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF SHAREHOLDERS ON 17/18.03.2026", under penalty of forfeiture of the right to vote.

Votes by mail may be cast by a representative, only if they have received from the shareholder they represent a special/general power of attorney, which shall be submitted to the issuer in accordance with Article 105(14) of Law No. 24/2017 on issuers of financial instruments and market operations, republished, as amended.

The position of "Abstention" adopted by a shareholder on the items on the agenda of the General Meeting **does not constitute a vote cast**.

**One or more shareholders representing, individually or jointly, at least 5% of the share capital have the right to introduce new items on the agenda of the General Meetings of Shareholders, within 15 days from the date of publication of the convocation of the general meeting, respectively until February 28, 2026, at 4:00 p.m.**, and to propose draft resolutions for the items included or proposed to be included on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for adoption.

The proposal regarding the draft decision may be submitted **in a sealed envelope** to the company's headquarters in Bistrita-Nasaud, 13 Calea Moldovei street, 420096, **or sent by e-mail** with an extended electronic signature incorporated in accordance with Law no. 214/2024 on electronic signatures, by the same date, to the address [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS ON 17/18.03.2026".

**The deadline for submitting proposals for candidates for the positions of administrator is March 10, 2026.** Proposals shall include complete information on the names, place of residence, and professional qualifications of the persons proposed for the respective positions.

Each new item proposed must be accompanied by a justification or a draft resolution proposed for adoption at the GSM meetings. These proposals must be accompanied by a copy of the identity document in the case of individual shareholders; a copy of the identity document of the representative/proxy, a certificate issued by the trade registry or any equivalent document issued by a competent authority in the country where the shareholder is legally registered, certifying the status of legal representative, presented in original or in a copy certified as true to the original, in the case of legal entity shareholders. The documents certifying the legal representative status of the legal entity shareholder shall be issued no later than 30 days prior to the date of publication of the GSM convocation.



If applicable, the revised agenda of the GSM, supplemented with the items proposed by the shareholders in accordance with the law and this convocation, will be published no later than **March 4, 2026**.

Each shareholder has the right to ask **questions** regarding the items on the agenda, in accordance with Article 198 of ASF Regulation No. 5/2018, as amended, by **March 13, 2026** at the latest. The company will respond to questions submitted by shareholders by publishing the answers on its website in the section *<Investor Relations> <Questions and Answers>*.

Questions may be submitted in an envelope to the company's headquarters in Bistrita, 13 Calea Moldovei street, Bistrita-Nasaud county, 420096, or sent by any form of mail or express courier with confirmation of receipt or by e-mail with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signatures, to the address [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) , mentioning in the subject line "Questions regarding the tender documentation." email with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signatures, to , mentioning in the subject line/on the envelope "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 17/18.03.2026". In order to identify the persons asking questions, they shall attach to their request copies of documents proving their identity.

For further information, please contact us at 0730 709997, e-mail: [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) , contact person Adriana Denes – Head of Legal Department.

**Chairman of the Board of Directors**

Niculae Dan