



Reg. no. 215 / 22.03.2023

TO,
BUCHAREST STOCK EXCHANGE S.A.
FINANCIAL SURVEILLANCE AUTHORITY

CURRENT REPORT
According to Annex 12 of ASF Regulation No. 5/2018
on Issuers of Financial Instruments and Market Operations

Report date	March, 22 th , 2023
Issuer's name	TRANSILVANIA BROKER DE ASIGURARE S.A.
Social headquarters	Bistrita, No.13 , Calea Moldovei Street, Bistrița-Nasaud county, 420096
Phone/Fax Number	0263-235900/ 0263-235910
Unique registration code at the trade registry office	19044296
The serial number in the trade register	J 06/674/2006
Signed and paid in capital	500,000 lei
Regulated market	The market is ruled openly, Main Segment, Standard Category

I. Important events to be reported

- a) *Alterations in the control of the issuer* – N/A;
- b) *Substantial purchases or sales of assets* - N/A;
- c) *Insolvency proceedings or judicial reorganization or bankruptcy*- N/A;
- d) *Transactions of the kind mentioned in art. 82 of Act 24/2007*- N/A;
- e) **Other events:** INVITATION FOR ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TRANSILVANIA BROKER DE ASIGURARE S.A. DATED 26/27 APRIL , 2023.

TRANSILVANIA BROKER DE ASIGURARE S.A.
Niculae Dan
Chairman of the Board of Directors



NOTICE TO ATTEND

The Ordinary and Extraordinary General Meeting of Shareholders

APRIL 26/27, 2023

In accordance with the provisions of Law 31/1990 on companies, republished, as amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, republished, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent changes and of the updated Articles of Association of the Company,

The Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.** , a Romanian legal entity, whose sole object of activity is insurance intermediation, with registered office in Bistrita, Calea Moldovei no. 13, Bistrita-Nasaud county, 420096, registered with the ORC of the Bistrita-Nasaud Court under no. J06/674/2006, CUI 19044296, authorised under CSA Decision No 114.420/2006 and entered in the Register of Insurance Brokers under No RBK-374/17.11.2006,

met in the meeting of March 22, 2023 , **convenes:**

General Meeting of Shareholders - Ordinary and Extraordinary, for the date of **April 26, 2023**, at the Company's headquarters in Bistrita, Calea Moldovei str. , no. 13 , Bistrita-Năsăud county , starting at 10.00 a.m., for the **Ordinary General Meeting**, respectively, at 11.00 a.m. for the **Extraordinary General Meeting**, in which the shareholders registered in the Shareholders' Register (issued by DEPOZITARUL CENTRAL S.A.) at the **reference date** set for the end of the day of **April 13, 2023** have the right to participate and vote.

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

1. Presentation and submission for approval of *of the Report of the Board of Directors* on the individual financial statements for the financial year 2022.
2. Presentation of *the statutory auditor's report* RAO AUDIT OFICCE S.R.L., on the individual financial statements for the financial year 2022.
3. Presentation and submission for approval of the *individual Financial Statements for the financial year 2022*, based on the Report of the Board of Directors and the Report of the Company's Financial Auditor.
4. Discharge of the Board of Directors of the Company for the financial year 2022.
5. Distribution of net profit for the financial year 2022. It is proposed that the net profit be distributed as follows :

Net profit to be distributed : 13.573.011 lei

Legal reserves: 0 lei

Other reserves : 0 lei

Coverage of losses carried forward : 0 lei

Dividend payout: 10,000,000 lei, the proposed gross dividend/share being 2.0 lei

Retained earnings : 3.573.011 lei



6. Presentation and submission for approval of the *Budget of Income and Expenditure for the financial year 2023*.
7. Presentation and submission for approval of the *Remuneration Report of the administrative and executive management of the company, for the financial year 2022* , prepared in accordance with the provisions of Article 107 of Law 24/2017 on issuers, republished.
8. Approval of the date of **May 26, 2023** 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 **May 25, 2023** as the "*ex-date*".
9. Approval of **June 15, 2023 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, as amended.
10. Authorization of the Chairman of the Board of Directors, Mr. Niculae Dan, to sign, on behalf of all the shareholders present at the Meeting, the Resolution of the Ordinary General Meeting of Shareholders.
11. The authorization of the General director Mr. Login Gabriel and the Director of the Legal Department, Ms. Denes Adriana, to carry out all the necessary steps regarding the submission of the Resolution of the Ordinary General Meeting of Shareholders to the Trade Registry Office next to the Bistrita-Nasaud Court, with a view to its publication in the Official Monitor of Romania, Part IV - a .

II. The Extraordinary General Meeting of Shareholders will have the following agenda:

1. Approval of **the amendment of the Company's Articles of Association**, as a result of the closure of the company's working point in municipality Cluj-Napoca (Inau street, no.22), Cluj county , in accordance with the Decision of the Board of Directors of the Company no. 27/14.12.2022 , as follows :

Art.4., item 4.3. The company has working points in :

- Sibiu, Justitiei street, no. 10, Sibiu county;
- Bucharest, Elena Caragiani street no. 21D, apartment 1, Sector 1;
- Pitesti, Intrarea Rozelor street, no. 3, Argeș county;
- Cluj-Napoca, Inau street, no. 22, Cluj county.



➤ *It is amended and will read as follows:*

Art.4., item 4.3. The company has working points in :

- Sibiu, Justitiei street, no. 10, Sibiu county;
 - Bucharest, Elena Caragiani street no. 21D, apartment 1, Sector 1;
 - Pitesti, Intrarea Rozelor street, no. 3, Argeș county.
2. Approval of the update of the Company's Articles of Association, in accordance with the amendments approved under item 1 on the agenda.
 3. Approval of the date of **May 26, 2023** as the "*record date*" serving to identify the shareholders on whom the effects of the resolutions adopted by the Extraordinary 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 **May 25, 2023** as the "*ex-date*".
 4. Authorization of the Chairman of the Board of Directors, Mr. Niculae Dan to sign on behalf of the shareholders the AGM Resolution and any other documents in connection therewith, including, but not limited to, the updated version of the Articles of Incorporation which will reflect the amendments approved by the AGM.
 5. Authorization of the General director , Mr. Login Gabriel and the Director of the Legal Department, Ms. Denes Adriana, to carry out all legal formalities regarding the obtaining of any necessary prior approvals, agreements/permissions from the Financial Supervisory Authority, regarding the amendments to the Articles of Association adopted by the EGSM, to request the publication of the resolution in Part IV of the Official Gazette of Romania, to file and receive any documents, as well as to carry out the necessary formalities before the Trade Registry Office, as well as before any other authority, public institutions, legal entities and individuals, and to carry out any acts in order to register and ensure the opposability of the decisions that will be adopted by EGSM.

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

From March 24, 2023 and until the date set for the AGM meetings, they can be obtained by the shareholders, at the Company's registered office, every working day, between 10.00-16.00 or can be downloaded from the Company's website www.transilvaniabroker.ro , category < *Investors* > , Section < *AGM* > , Romanian/English version, of the following **documents** which are the basis for the AGM proceedings: *Convening notices; Total number of issued shares and voting rights at the date of*

convening; Draft Resolutions proposed for approval by the AGM; General/Special Proxy Forms usable for proxy voting; Postal voting forms; All documents to be submitted to the General Meeting of Shareholders.

Shareholders may attend in person or may be represented at General Meetings of Shareholders, either by their legal representatives or by other representatives granted a *special or general power of attorney*, in accordance with Article 105 paragraph (12) of the Law no.24/2017 on issuers of financial instruments and market operations, republished. A *shareholder is obliged to give, in the special proxy form, specific voting instructions to the person representing him/her for each item on the agenda of the General Meeting of Shareholders.*

In the case of personal voting, individual shareholders and legal entity shareholders are entitled to participate in the AGM by simply proving their identity with their identity card (identity card, identity card, passport, residence permit) and, *in the case of legal entity shareholders*, with the identity card of their legal representative (identity card, identity card, passport, residence permit). The status of legal representative shall be proved by a certificate issued by the trade register or any equivalent document issued by a competent authority of the state in which the shareholder legal entity is legally registered, attesting the status of legal representative, presented in original or certified copy. The documents attesting the legal representative status of the shareholder legal entity shall be issued no later than 30 days before the date of publication of the Notice of the AGM. Documents submitted in a language other than English must be accompanied by a translation into Romanian/English by an authorized translator.

In the case of proxy voting, it is possible to represent shareholders at AGM meetings through a representative/trustee who can be another shareholder or a third person. Voting by proxy with a special power of attorney may be expressed by completing and signing the special power of attorney forms provided by the company, in three copies of which: one copy shall be sent in writing, in original, to the registered office, the second copy shall be handed 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 shall remain with the shareholder.

The special/general power of attorney shall be transmitted in physical format, in original in the case of the special power of attorney, respectively in a certified copy under the representative's signature, in the case of the general power of attorney, so that they are registered as received at the registered office (Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud County), until April 24, 2023, 10:00 a.m., or by e-mail at investor@transilvaniabroker.ro with an extended electronic signature incorporated according to Law no.455/2001, until the same date and time.

Regardless of the method of transmission of proxies to AGM, it must contain the mention clearly and in capital letters "PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS ON 26/27.04.2023".

A shareholder can appoint only one person to represent him/her on the AGM. A shareholder may appoint by special proxy one or more alternate representatives to represent him at the AGM if the appointed representative is unable to fulfil his mandate. If more than one alternate representative is appointed by special proxy, the order in which they shall exercise their mandate shall also be determined.

A shareholder may also grant a **general power of attorney** valid for a period not exceeding 3 years, empowering his representative to vote on all matters under discussion at the AGM, including acts of disposition, provided that the power of attorney is granted by the shareholder as a client to an intermediary within the meaning of capital law or to a lawyer. For identification purposes the special/general power of attorney shall be accompanied by the following documents: copy of the shareholder's identity document (identity card, identity card, passport, residence permit) and copy of the representative's identity document, in the case of natural persons; copy of the identity document of the representative/trustee (identity card, identity card, passport, residence permit), copy of the identity card of the representative/legal representative of the lawyer accompanied by the original power of attorney or, in the case of the representative/legal representative of the legal person, copy of the identity card of the legal representative of the legal person accompanied by the certificate issued by the trade register or any equivalent document issued by a competent authority of the State in which the representative/legal representative of the legal person is legally registered, presented in original or certified copy. Documents submitted in a language other than English must be accompanied by a translation into Romanian/English by an authorised translator.

Shareholders may not be represented in the AGM under a general power of attorney by a person who is in a conflict of interest situation, according to Article 105 item 15 of Law no.24/2017 on issuers of financial instruments and market operations, republished.

The special proxy given by a shareholder to a credit institution providing custody services will be valid, without the submission of additional documents relating to the shareholder, if the special proxy is drawn up in accordance with ASF Regulation no. 5./2018, as amended, is signed by the respective shareholder and is accompanied by an affidavit given by the legal representative of the credit institution that has received the power of representation by special proxy, stating that: (i) the credit institution provides custody services for the respective shareholder; (ii) the instructions in the special proxy are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder; (iii) the special proxy is signed by the shareholder. The special proxy and the affidavit must be deposited at the registered office in original, signed and, where applicable, stamped, without any other formalities being carried out in relation to the form of these documents.

Shareholders **may vote on the** items on the agenda and **by mail**, the voting form, duly completed and signed, will be sent in a closed envelope to the company's headquarters in Bistrita, Calea Moldovei Street, no.13, Bistrita-Nasaud county, zip code 420096 and must arrive at the company's registered office no later than April 24, 2023 at 10:00 a.m., mentioning on the envelope in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF

SHAREHOLDERS ON 26/27.04.2023". Ballots may also be sent by e-mail with an extended electronic signature incorporated in accordance with Law no. 455/2001 on electronic signatures, to the address investor@transilvianibroker.ro, mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF SHAREHOLDERS ON 26/27.04.2023", under penalty of losing the right to vote.

A proxy may vote by correspondence only if he/she has received a special/general proxy from the shareholder he/she represents, which is submitted to the issuer in accordance with Article 105 paragraph (14) of Law no.24/2017 on issuers of financial instruments and market operations, republished.

The position of "Abstention" adopted by a shareholder with regard to the items on the agenda of the General Meeting **does not represent an expressed vote**.

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 notice of the general meeting(s), i.e. until April 8, 2023 (provided that each item is accompanied by a justification or a draft resolution proposed for adoption) and to propose draft resolutions for the items included or proposed to be included on the agenda.

The proposal for the draft resolution can be submitted, **in a closed envelope**, at the company's registered office in Bistrita-Nasaud, Calea Moldovei Street, no. 13, zip code 420096, **or sent by e-mail** with an extended electronic signature incorporated in accordance with the Law no. 455/2001 on electronic signature, until the same date, to the address investor@transilvianibroker.ro with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING ON 26/27.04.2023".

Each proposed new item must be accompanied by a justification or a draft resolution proposed for adoption at the AGM. 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/trustee, a certificate issued by the trade register or any equivalent document issued by a competent authority in the State where the shareholder is legally registered, attesting to the status of legal representative, presented in original or certified copy in the case of legal entity shareholders. The documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the notice of the AGM.

If necessary, the **agenda of the AGM, supplemented by the items proposed by the shareholders in accordance with the law and this notice, will be published no later than April 12, 2023**.

Each shareholder has the right to ask, until April 25, 2023 at the latest, questions regarding the items on the agenda, according to article 198 of ASF Regulation no.5/2018, as amended. The company will respond to questions from shareholders by publishing the answers on the website under < *Investor Relations* > < *Questions and Answers* >.

Enquiries can be submitted in an envelope at the company's headquarters in Bistrita, Calea Moldovei street, no.13, Bistrita-Nasaud county, zip code 420096, respectively sent by any form of



post or courier with confirmation of receipt or by e-mail with an electronic signature incorporated in accordance with Law 455/2001 on electronic signature, at the address investor@transilvaniabroker.ro mentioning in the subject/envelope "FOR THE GENERAL SHAREHOLDERS' MEETING ON 26/27.04.2023". In order to identify the persons asking the questions, they should attach copies of documents proving their identity to the request.

If the General Meeting is not statutory at the first convocation, the next General Meeting of Shareholders is convened for April 27, 2023, at the same time, in the same place, with the same agenda and reference date.

For further information, please contact us at 0730 709997, e-mail: investor@transilvaniabroker.ro, contact person Adriana Denes - Dir. Legal Department.

Chairman of the Board of Directors

Niculae Dan