



Reg. number: 365/07.09.2021

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	September 07 , 2021
Issuer's name	TRANSILVANIA BROKER DE ASIGURARE S.A.
Social headquarters	Bistrita, Calea Moldovei 13 , Bistrița-Nasaud county
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:**

TRANSILVANIA BROKER DE ASIGURARE S.A. as issuer of financial instruments, informs those interested that, on September 07, 2021, starting at 10.00, in Bistrita, the meeting of the Extraordinary General Meeting of Shareholders of the Company took place, , legally and statutorily constituted, at the first convocation and makes available to them the EGMS Decision no. 15 of September 07, 2021, adopted on this occasion.

TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan

Chairman of the Board of Directors



DECISION NO.15

adopted by

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita

on September 07, 2021

The Extraordinary General Meeting of Shareholders ("EGM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrita, 13 Calea Moldovei Street, jud. Bistrița Năsăud, a Romanian legal entity whose sole object of activity is insurance intermediation, authorised by the Financial Supervisory Authority on the basis of CSA Decision no. 114.420/2006 and registered in the Register of Insurance Brokers under no. RBK-374/17.11.2006, identified by CUI 19044296, registered with the ORC Bistrița under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on companies, republished, with subsequent amendments and additions, the Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations,

adopted today, in a meeting held on **September 07, 2021**, at 10.00 a.m., in Bistrita, jud. Bistrita-Năsăud, with a quorum of **77,2411** % of the total of 2,500,000 voting rights corresponding to the 2,500,000 shares issued by the Company, representing a total number of **1.931.028** valid votes cast, the following:

DECISION

on the items on the agenda, as follows:

1. The amendment of the Company's Articles of Incorporation, by :

- i)* Splitting (splitting) the nominal value of the Company's shares, in a split ratio of 1:2, with the nominal value of the share changing from 0.2 lei to 0.1 lei, the Company's share capital of 500,000 lei to be divided into 5,000,000 shares with a nominal value of 0.1 lei each.
- ii)* Adding to the object of activity of the Company, with the activity of distribution of pension products, in accordance with the legal provisions regarding insurance distribution. This decision enters into force only after obtaining their approval as a private pension intermediary to carry out the marketing activity of privately managed pension funds, respectively the marketing activity of the voluntary pension fund, in accordance with legal provisions and sectoral norms. in force.
- iii)* Closure of the current working point in Cluj-Napoca and opening of a new working point of the company (Cluj-Napoca), in accordance with the Decision of the Board of Directors no.20/23.12.2020, supplemented by the Decision of the Board of Directors no.22/05.07.2021, *subject to obtaining prior approval from the Financial Supervisory Authority, in accordance with the legal provisions and sectoral rules in force.*

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

2. The updating of the Articles of Association of the Company is approved, in accordance with the amendments approved in item 1 of this Resolution, as follows:

➤ **Art. 4, point 4.3, paragraph 4: "The company has workplaces in :**

- Sarmizegetusa, nr.22 et.1, Cluj county" - *is modified and will have the following content:*



Art.4 pct 4.3. paragraph 4: "The company has workplaces in :

- Cluj-Napoca, 22 Inau str., jud. Cluj ."

- **Art. 6 The object of activity of the Company is completed with a new item 6.2. entitled "Other activities" which will have the following content:**

Art.6 pct.6.2. Other activities :

6629- *Other activities auxiliary to insurance and pension funding (distribution of pension products)*

- **Art. 7. Share capital , item 7.1. "The total subscribed share capital of the Company is 500,000 lei, fully paid up (100.00%), divided into 2,500,000 registered shares, issued in dematerialized form, with a nominal value of 0.2 lei each."**

Amend as follows:

Art. 7. Share capital , item 7.1. "The total subscribed share capital of the Company is 500,000 lei, fully paid up (100.00%), divided into 5,000,000 registered shares, issued in dematerialised form with a nominal value of 0.1 lei each."

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

3. To approve the implementation of a "Stock Option Plan" incentive and loyalty programme for key persons of the Company ("the Programme"), the objective of which is to grant option rights for the acquisition, by employees and/or directors and/or officers of the Company, of free shares whose total number will not exceed 1% of the share capital as of the date of the last option tranche, under the conditions set out in the Programme as presented to the AGM. The Programme will be initiated after the completion of the share split of the nominal value of the Company's shares, subject to the approval of agenda item 1 and will run from 2022-2025.

The Board of Directors shall be empowered to take all necessary measures and carry out all formalities required for the approval and implementation of the Stock Option Plan, such as, but not limited to (i) identifying the persons eligible to participate in the Program; (ii) determining the number of shares subject to option contracts to be entered into between the Company and the beneficiaries of the Program; (iii) the period between the date of grant of the option right and the date of exercise of the option right, which period may not be shorter than 12 months; (iv) the conditions for the exercise of the option right and, by implication, for the acquisition of shares; (v) the period within which the holder of the **option right** must exercise his option right for each tranche of options, (vi) the preparation and publication of information documents in accordance with **the law**, etc.

The implementation of the Programme will be carried out in compliance with the legal obligations to prepare and publish disclosure documents in accordance with the law and the applicable ASF regulations.

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

4. Approval of a programme for the repurchase by the Company of a maximum number of shares representing not more than 0.25% of the subscribed and paid-up share capital as of the date of the resolution of the AGM for the purpose of implementing their incentive plan (Stock Option Plan) subject to its approval by the AGM, as set out in item 3 of the agenda of this Notice of Meeting, in accordance with the applicable legal provisions and subject to the following conditions:
- a) Minimum price per share - the nominal value of the share.



- b) Maximum price per share - the higher of the price of the last independent transaction and the highest price at the time of the takeover bid, in accordance with the provisions of Article 3 (3). (2) of *Delegated Regulation (EU) 2016/1052*".
- c) The aggregate value of the buy-back programme will not exceed 125,000 lei.
- d) The buyback programme will be carried out within 18 months from the date of publication of the AGEA resolution in the Official Gazette of Romania, Part IV.
- e) Repurchase transactions may only be for fully paid shares and shall be effected only from the sources provided for by law. The implementation of this buy-back programme will be subject to the availability of the necessary funding sources.
- f) The purchase of shares under this programme will be carried out through all market operations permitted by law, which may **include** public takeover bids initiated by the Company, in compliance with legal provisions.
- g) The Board of Directors of the Company is empowered to take all decisions regarding the implementation of the Buyback Programme subject to compliance with applicable laws and shareholder resolutions, including: the launch date, the prices at which the shares will be purchased, the suspension or cancellation of the programme, the appointment of third parties to carry out purchases on behalf of the Company.

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

- 5. Approval of the date of 24.09.2021 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 86(1) of the Law on Issuers, the date of 23.09.2021 representing the "*ex-date*".

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

- 6. Approval of the date of 15.02.2022 as "*record date*" for the identification of the shareholders on whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders on item "1 i)" of the agenda will be reflected, "*ex-date*" 14.02.2022, and the *date of payment of the* TRANSILVANIA BROKER DE ASIGURARE S.A. shares resulting from the nominal value split, 16.02.2022. Consequently, the last trading date for the shares of Transilvania Broker De Asigurare S.A. before the operation provided for in point "1 i)" is 11.02.2022. The "*record date*" for the other items on the agenda will be the date decided by the AGM, as follows the decision adopted in item 5.

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

- 7. Mandate the Chairman of the Board of Directors, Mr. Nicolae 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.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

- 8. Mandating the Director-General, Mr. Login Gabriel and the Director of the Legal Department, Mrs. 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 AGEA, 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 enforceability of the resolutions to be adopted by the AGEA.

Voting structure: 100 % for , 0,0 % against , 0,0 % abstain

This resolution has been drawn up and signed today, **September 7, 2021**, in 7 (seven) original copies.

Chairman of the Board of Directors
NICULAE DAN