



Reg. number: 293/26.04.2023

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	April 26 , 2023
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:**

The company TRANSILVANIA BROKER DE ASIGURARE S.A. as the issuer of financial instruments, brings to the attention of those interested that, on April 26, 2023, starting at 10.00 a.m. and 11.00 a.m. respectively, at the registered office, the meetings of the Ordinary and Extraordinary General Meeting of Shareholders they took place, legally and by statute constituted at the first convocation and makes available to them **OGSM Decision no. 19 of April 26, 2023**, respectively **EGSM Decision no. 20 of April 26, 2023**, adopted on this occasion.

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

**Niculae Dan**

**Chairman of the Board of Directors**



**DECISION NO.19**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
from April 26, 2023

The Ordinary General Meeting of Shareholders ("OGSM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrita, Calea Moldovei, nr. 13, 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 Trade Registry Office Bistrița under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on companies, republished, as amended and supplemented, the updated Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations, republished and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended

adopted today, in a meeting held on **April 26, 2023**, at 10.00 a.m., in Bistrita, jud. Bistrita-Năsăud, with a quorum of **68,6795 %** out of a total of 5,000,000 voting rights corresponding to the 5,000,000 shares issued by the Company representing a total number of **3.433.976** valid votes cast by a number of **5** shareholders, the following:

**DECIDES**  
**on the items on the agenda, as follows:**

1. Approve the Report of the Board of Directors for the year 2022.  
**Voting structure : 100 % for , 0,0 % against , 0,0 % abstain**
2. Takes note of the Report of the Financial Auditor RAO AUDIT OFICCE S.R.L., on the Individual Financial Statements for the financial year 2022.
3. Approve the individual financial statements for the financial year 2022, namely: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies as well as the explanatory notes contained in the financial statements for the year 2022, based on the Report of the Board of Directors and the Report of the Company's financial auditor.  
**Voting structure : 100 % for , 0,0 % against , 0,0 % abstain**
4. Approve the discharge of the Board of Directors of the Company for the financial year 2022.  
**Voting structure : 100 % for , 0,0 % against , 0,0 % abstain**
5. Approves the proposal for the distribution of the 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**



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

6. Approves the Income and Expenditure Budget for the financial year 2023, with the following indicators:

Indicators 2023	LEI
Total income	150.120.000,00
Total expenditure	136.115.000,00
Gross result	14.005.000,00
Tax profit	1.960.700,00
Net result	12.044.300,00

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

7. Approve 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.

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

8. Approve the date of **26.05.2023** 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 set the date of **25.05.2023** as the "**ex-date**".

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

9. Approve **15.06.2023 as the "payment date"** under Art. 87 para. (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.

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

10. Authorizes the Chairman of the Board of Directors, Mr. Niculae Dan, to sign on behalf of all shareholders present at the Meeting, this AGM Resolution.

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

11. Authorizes the Director General, Mr. Login Gabriel and the Director of the Legal Department, Mrs. Denes Adriana, to take all the necessary steps regarding the submission of the OGSM resolution to the Trade Registry Office of the Bistrita-Nasaud Court, with a view to its publication in the Official Gazette of Romania, Part IV.

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

This resolution was drafted and signed today **April 26, 2023**, in 5(five) original copies .

**Chairman of the Board of Directors**  
**NICULAE DAN**



**DECISION NO.20**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
**from April 26, 2023**

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, as amended and supplemented, the Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations, republished and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended

adopted today, in a meeting held on **April 26, 2023**, at 11.00 a.m., in Bistrita, jud. Bistrita-Năsăud, with a quorum of **68,6795 %** out of a total of 5,000,000 voting rights corresponding to the 5,000,000 shares issued by the Company representing a total number of 3.433.976 valid votes cast by a number of **5** shareholders, the following:

**DECIDES :**  
**on the items on the agenda, as follows:**

**1. The amendment of the Articles of Memorandum of Association of the Company, as a result of :**

- ✓ *the deletion from its content of any information regarding the domicile of the shareholders, administrators and executive directors of the Company, natural persons, which are not mandatory by law;*
- ✓ *closure of the company's working point in Cluj-Napoca ( Inau street, no.22), Cluj county, in accordance with the Decision of the Board of Directors of the Company no. 27 from December 14, 2022 .*

**Thus, the updated Memorandum of Association of the company no.6/01.08.2022 is amended as follows:**

✚ **Art. 1.** The shareholders of the company, according to the Consolidated Summary Structure of the holders of financial instruments as of May 11, 2018, drawn up by the Central Depository S.A., are:

1. **LOGIN GABRIEL**, Romanian citizen, born on... [personal data] in ... [personal data], jud.BN, domiciled in loc. ... [personal data], nr. ... [personal data], jud. Bistrița-Năsăud, CNP ... [personal data];
2. **NICULAE DAN**, Romanian citizen, born on ... [personal data], in ... [personal data], jud. Argeș, residing in ... [personal data], jud. Argeș, with personal code ... [personal data];
3. **Individual shareholders list type ;**
4. **Shareholders legal entities list type.**

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



**Art. 1.** The shareholders of the company, according to the Consolidated Summary Structure of the holders of financial instruments as of 11.05.2018, drawn up by the Central Depository S.A., are:

1. **LOGIN GABRIEL**, Romanian citizen, born on ... [personal data] , in... [personal data] jud. Bistrița- Năsăud, personal identification number... [personal data] ;
2. **NICULAE DAN**, Romanian citizen, born on ... [personal data], in... [personal data] , jud. Argeș, personal identification number... [personal data];
3. **Individual shareholders list type** ;
4. **Shareholders legal entities list type**.

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

- Sibiu, Justiției street, no.10, Sibiu county ;
- Bucharest, Elena Caragiani street , no.21D, ap.1 Sector1;
- Pitești, Intrarea Rozelor street, no.3, Arges 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, Justiție street, no.10, Sibiu county ;
- Bucharest, Elena Caragiani street no. 21D, ap.1 Sector 1;
- Pitești, 3 Intrarea Rozelor street no.3. , Argeș county

✚ **Art.14, item 14.5. First administrators of the Company :**

**1.NICULAE DAN**, Romanian citizen, born on ... [personal data], in ... [personal data], residing in... [personal data] , jud. Argeș, personal identification number... [personal data] - President

**2.TUICA GABRIEL-ALEXANDRU** , Romanian citizen, born on ... [personal data] in the city... [personal data] , domiciled ... [personal data], personal identification number... [personal data] - **Member**

**DENES DANIELA-TASIA** , Romanian citizen, born on ... [personal data] in ... [personal data], Bistrita-Nasaud county, residing in ... [personal data], personal identification number ... [personal data] - **Independent member**

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

**Art.14, item 14.5. First administrators of the Company :**

**1.NICULAE DAN**, Romanian citizen, born on ... [personal data], in , ... [personal data] jud. Argeș, . personal identification number.. [personal data] - President

**2.TUICA GABRIEL-ALEXANDRU** , Romanian citizen, born on ... [personal data] in ... [personal data], Prahova county , personal identification number... [personal data] - **Member**

**DENES DANIELA-TASIA** , Romanian citizen, born on ... [personal data] in..., Bistrita-Nasaud county , personal identification number... [personal data] - **Independent member**

✚ **Art.14 pct.14.10 , last paragraph**

The position of Executive Director will be held by Mr. Cotiac Ion , Romanian citizen, born on ... [personal data] in ... [personal data], jud. Arges , domiciled in ... [personal data] , personal identification number... [personal data]





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

**Art.14 pct.14.10 , last paragraph**

The position of Executive Director will be held by Mr. Cotiac Ion , Romanian citizen, born on ... [personal data] in ... [personal data], jud. Arges , personal identification number.. [personal data].

**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.

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

3. Approves the date of **May 26, 2023** as the "**record date**" which serves 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 sets the date of **May 25, 2023** as the "**ex-date**".

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

4. Empowers the Chairman of the Board of Directors, Mr. Niculae Dan to sign on behalf of the shareholders the AGM Resolution, as well as any other documents in connection therewith, including, but not limited to, the updated version of the Memorandum of Association of the Company which will reflect the amendments approved by the AGM.

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

5. Empowers 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 AGM, 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 AGM.

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

This resolution was drafted and signed today April 26, 2023, in 5(five) original copies .

**Chairman of the Board of Directors**  
**NICULAE DAN**