



Reg. number: 242/27.04.2022

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 27 , 2022
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 April 27, 2022, starting at 10.00 and 11.00 respectively, at the company's headquarters, the meetings of the Ordinary General Meeting of Shareholders of the respective Company, the Extraordinary General Meeting of Shareholders were held, , legally and statutorily constituted, at the first convocation and makes available to them the OGMS Decision no. 16 of April 27, 2022, respectively the EGMS Decision no. 17 of April 27, 2022, adopted on this occasion.

TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan

Chairman of the Board of Directors



DECISION NO. 16
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
SOCIETATII TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from **April 27, 2022**

The Ordinary General Meeting of Shareholders ("AGOA") 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 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, republished and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations,

adopted today, in a meeting held on **April 27, 2022**, at 10.00 a.m., in Bistrita, jud. Bistrita-Năsăud, with a quorum of 68,6922 % 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 3,434,613 valid votes cast, the following:

DECISION
on the items on the agenda, as follows:

1. Approve the Report of the Board of Directors, for the year 2021.

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 2021.
3. Approve the individual financial statements for the financial year 2021, 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 2021, 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 2021.

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

5. Approves the proposal for the distribution of net profit for the financial year 2021, as follows :

Net profit to be distributed : 9.543.674 lei

Legal reserves: 0 lei

Other reserves : 0 lei

Coverage of losses carried forward : 0 lei

Dividend payout: 7,500,000 lei, the proposed gross dividend/share being 1.5 lei

Retained earnings: 2,043,674 lei

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



6. Approves the Revenue and Expenditure Budget for the financial year 2022, with the following indicators:

Indicators 2022	LEI
Total income	130,020,000.00
Total expenditure	121,451,00.00
Gross result	8,569,000.00
Profit tax	1,148,928.00
Net result	7,420,072.00

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

7. Approve the extension of the terms of office of the current members of the Board of Directors of the Company, for 4 (four) years, in accordance with the provisions of the Articles of Association (Art.14, item 14.1 of the Articles of Association), taking into account that on 25.07.2022 their term of office expires.

Thus, **the following persons** are appointed as administrators of the Company:

1. **Administrator LOGIN GABRIEL**

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

2. **Administrator NICULAE DAN**

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

3. **Administrator DENES DANIELA-TASIA**

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

4. **Administrator BARNA ERIK**

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

5. **Administrator TUICA GABRIEL-ALEXANDRU**

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

8. Approve the appointment of Mr. Niculae Dan as Chairman of the Board of Directors (according to Article 14, paragraph 14.2 of the Articles of Association).

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

9. Empowers the Chairman of the Board of Directors to negotiate and sign the Management Agreements, on behalf and for the account of the shareholders, in compliance with the remuneration limits approved in the *Remuneration Policy*.

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



10. Approve the extension of the mandate of the statutory auditor of the Company, Soc. RAO AUDIT OFICCE S.R.L., for a period of 4 (four) years, following the expiry on 25.07.2022 of the service contract concluded.

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

11. Approve the extension of the mandate of the internal auditor of the Company, Soc. EXPERT LEX SRL , for a period equal to the duration of the mandate of the Board of Directors (4 years), following the expiry on 25.07.2022 of the service contract.

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

12. Authorizes the General Manager, in the person of Mr. Login Gabriel, in the name and on behalf of the shareholders, to negotiate and sign the financial audit and internal audit contracts, in accordance with the resolutions adopted in items 10 and 11 of this resolution.

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

13. Approve the *Remuneration Report of the administrative and executive management of the company* for the financial year 2021 , 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

14. Approve the date of **27.05.2022** 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 **26.05.2022** as the "**ex-date**".

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

15. Approve **08.06.2022 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.

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

16. 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

17. Authorizes the General Manager, 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, with a view to its publication in the Official Gazette of Romania, Part IV and to obtain the prior approval of the Financial Supervisory Authority regarding the extension of the management mandates, the statutory auditor's mandate and the subsequent performance of the necessary formalities at the Trade Registry Office , according to the law.

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



This resolution was drafted and signed today April 27, 2022, in 5(five) original copies .

Chairman of the Board of Directors
NICULAE DAN

DECISION NO.17
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF TRANSILVANIA
BROKER DE ASIGURARE S.A., Bistrita
from April 27, 2022

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. Bistrita 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 Bistrita 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, republished and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations,

adopted today, in a meeting held on **April 27, 2022** , at 11.00 a.m., in Bistrita , jud. Bistrita-Năsăud, with a quorum of 68.6922 % of the total of 5,000,000 voting rights corresponding to the 5,000,000 shares issued by the Company , representing a total number of 3,434, 613 valid votes cast, the following:

DECISION
on the items on the agenda as follows:

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

The addition to the secondary object of activity of the Company, in accordance with the provisions of art.11(3)letter.d of ASF Rule 22/2021 on insurance distribution, with the following activities: *intermediation of roadside assistance, medical and other after-sales services, for its own clients, such as the ascertainment or instrumentation of claims, with the exception of liquidation according to the applicable national legislation .*

Thus:

Art. 6 "Object of activity of the Company", item 6.2:

6629- Other activities auxiliary to insurance and pension funding (distribution of pension products) - to be **completed and will read as follows :**

Other activities :

4618 - intermediaries in trade specialising in the sale of specific products (other after-sales services for own customers, such as damage assessment or settlement, except liquidation under applicable national law)

5221 -Ancillary land transport service activities (intermediation of roadside assistance services)

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

8690 -Other human health activities (intermediation of health care services)



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 **27.05.2022** 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 **26.05.2022** as the "**ex-date**".

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

4. Empowers the Chairman of the Board of Directors, Mr. Nicolae 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 Articles of Incorporation which will reflect the amendments approved by the AGM.

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

5. Instructs the Director-General, 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 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 was drafted and signed today April 27, 2022, in 5(five) original copies .

Chairman of the Board of Directors
NICULAE DAN