



Reg. number: 220 /28.04.2025

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 28 , 2025
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 28, 2025, 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. 24 of April 28, 2025*, respectively *EGSM Decision no. 25 of April 28, 2025*, adopted on this occasion.

TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan

Chairman of the Board of Directors



DECISION NO.24
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from April 28, 2025

The Ordinary General Meeting of Shareholders ("AGO") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrița, str. Calea Moldovei, nr. 13, jud. Bistrița Năsăud, a Romanian legal entity whose object of activity is insurance distribution, authorized 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 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 updated Articles of Incorporation, Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments

adopted today, in the meeting held on **April 28, 2025**, starting at 10.00 a.m., at the registered office in Bistrita municipality, Bistrita-Năsăud county, with the expressed vote of 8 shareholders present or represented, with a quorum of 57.10% of the total of 5,000,000 voting rights related to the 5,000,000 shares issued by the Company, representing a total number of 2,855,389 valid votes cast, the following:

DECIDES
on the items on the agenda as follows:

1. Approves *the Report of the Board of Directors*, drawn up for the financial year ending on December 31, 2024.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

2. Takes note of the *statutory auditor's report* RAO AUDIT OFICCE S.R.L., on the individual financial statements for the financial year 2024.
3. Approve *the separate financial statements for the financial year 2024*, namely: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, the accounting policies and the explanatory notes included in the financial statements for the year 2024, 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 Corporation for fiscal year 2024.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

5. Approve **the proposed distribution of net income for fiscal year 2024**. It is proposed that the net profit be allocated as follows:

Net profit to be distributed: 8,668,071 lei

Legal reserves: 0 lei



Other reserves : 0 lei

Coverage of losses carried forward : 0 lei

Dividend: 3.000.000 lei, the proposed gross dividend per share being 0,6 lei

Retained profit: 5,668,071 lei

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

6. Approve *the Revenue and Expenditure Budget for the financial year 2025*, with the following indicators:

2024 Indicators	READ
Total revenue	118,220,000
Total expenditure	114,925,000
Gross result	3,295,000
Profit tax	527,000
Net result	2,768,000

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

7. Approves the *Remuneration report of the administrative and executive management of the company* for the financial year 2024, drawn up in accordance with the provisions of Article 107 and Article 107¹ of the Law 24/2017 on issuers , republished, with subsequent amendments.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

8. Approves the *Remuneration Policy for the administrative and executive management of the company*, revised, in accordance with the provisions of Article 106 of Law 24/2017 on Issuers, republished, as amended.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

9. Approve the date of **June 04, 2025** as the "**record date**" which serves to identify the shareholders on which the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be transferred, in accordance with the provisions of Article 87 paragraph (1) of Law 24/2017 on issuers, republished with subsequent amendments and to set the date of **June 03, 2025** as "**ex-date**"

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

10. Approve the date of **June 25, 2025 as the "date of payment"**, according to art. 87alin. (2)-(3) of Law 24/2017, republished, as amended, 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

11. Mandates the Chairman of the Board of Directors Mr. Niculae Dan , to sign in the name and on behalf of all shareholders present at the Meeting, this OGSM Resolution.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

12. Mandates the General Manager, Mr. Baltasiu Sorin-Stefan and the Director of the Legal Department, Ms. Denes Adriana, to take all necessary legal steps regarding the submission of the OGMS Decision



to the ORC attached to the Bistrita-Nasaud Court, in order to make the mentions and publish it in the Official Gazette of Romania, Part IV.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

This decision has been drawn up and signed today, **April 28, 2025**, in 5 (five) original copies.

Chairman of de Board of Directors
NICULAE DAN

DECISION NO. 25
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from April 28, 2025

The Extraordinary General Meeting of Shareholders ("AGEA") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in **Bistrița**, str. Calea Moldovei, nr. 13, jud. **Bistrița Năsăud**, a Romanian legal entity whose object of activity is insurance distribution, authorized 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 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 updated Articles of Incorporation, Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with amendments

adopted today, in the meeting held on **April 28, 2025**, starting at 11.00 a.m., at the registered office in Bistrita municipality, Bistrita-Năsăud county, with the expressed vote of 8 shareholders present or represented , with a quorum of 57.10% of the total of 5,000,000 voting rights related to the 5,000,000 shares issued by the Company, representing a total number of 2,855,389 valid votes cast , the following :

DECIDES
on the items on the agenda as follows:

1. Approval of the amendment of the Articles of Incorporation of the Company, as a result of the change in the shareholding structure .

Thus, the Articles of Incorporation of the Company are amended as follows:

- ❖ **Art. 1.** The shareholders of the company, according to the Consolidated synthetic structure of the holders of financial instruments on May 11, 2018, prepared by the Central Depository S.A., are:

1. LOGIN GABRIEL , Romanian citizen, born on ...[personal data] in place....[personal data], jud. Bistrita-Nasaud , residing in mun. , str. , nr....[personal data] jud. Bistrita-Nasaud , CNP ...[personal data], identified with CI serie...nr..... ...[personal data], issued by SPCLEP Bistrita, on, valid until[personal data];

2. NICULAE DAN, Romanian citizen, born on ...[personal data], loc. ...[personal data], jud. Argeș, domiciled in loc.,str, nr., bl,sc.,et.,ap....[personal data] , jud. Arges , CNP ...[personal data], identified with CI series...nr..... ...[personal data], issued by SPCLEP Pitesti, on, valid until[personal data].;

3. Individual shareholders type list ;



4. Shareholders legal entities type list.

➤ *Amend to read as follows:*

Art. 1. The shareholders of the Company are the individuals and legal entities mentioned in the *Register of Shareholders* kept by the Central Depository S.A., in accordance with the applicable capital market legislation.

According to the Consolidated Synthetic Structure of the holders of financial instruments, provided by the Central Depository S.A., the Company's shareholders are :

1. The shareholder PARTNERS FINANCIAL SERVICES a.s. , a joint-stock company Czech nationality, having its registered office in Czech Republic, Türkova 2319/5b, Chodov, 149 00, Prague 4, registered in the Commercial Register of the Prague Municipal Court under ID No. 276 99 781;

2. The shareholder LOGIN GABRIEL, Romanian citizen, born on ...[personal data] in place....[personal data], jud. Bistrita-Nasaud , residing in mun. Bistrita , str. , nr....[personal data] jud. Bistrita-Nasaud , CNP ...[personal data], identified with CI series....nr..... ...[personal data], issued by SPCLEP Bistrita, on, valid until
...[personal data];

3. Individual shareholders type list ;

4. Shareholders legal entities type list.

❖ **Art. 7. Share capital, para. 7.2.:**

7.2. The share capital, according to the Consolidated synthetic structure of the holders of financial instruments as of May 11, 2018, prepared by the Central Depository S.A, is distributed as follows:

- **The shareholder LOGIN GABRIEL** owns a number of 2,281,388 shares, of 0.1 lei each, totaling 228,138.8 lei, representing 45.6278% of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company, profit participation 45.6278% and loss participation 45.6278%;

- **The shareholder NICULAE DAN** holds a number of 1,525,800 shares of 0.1 lei each, totaling 152,580 lei, representing 30.5160% of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company, profit participation 30.5160% and loss participation 30.5160%;

- **Listed individual shareholders** - who hold a number of 890,076 shares of 0.1 lei each, totaling 89,007.6 lei, representing 17.8015 % of the total share capital of 500,000 lei, in cash;

- **Shareholders legal entities type list** - holding a number of 302,736 shares of 0.1 lei each, totaling 30,273.6 lei, representing 6.0547% of the total share capital of 500,000 lei, in cash.

➤ *Amend to read as follows:*

7.2. The share capital, according to the Consolidated synthetic structure of the holders of financial instruments as at December 31, 2024, provided by the Central Depository S.A., is distributed as follows:

1. The shareholder PARTNERS FINANCIAL SERVICES a.s. owns a number of 1,644,500 shares of 0.1 lei each, total value of 164,450.00 lei, representing 32.8900% of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company with profit participation 32.8900% and loss participation 32.8900%;

2. Shareholder LOGIN GABRIEL holds a number of 707,588 shares, of 0.1 lei each, in total value of 70,758.8 lei, representing 14.1518 % of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company with profit participation 14.1518 % and loss participation 14.1518 %;

3. Listed individual shareholders - who hold a number of 1.746.941 shares of 0,1 lei each, totaling 174.694,1 lei, representing 34,9388 % of the total share capital of 500.000 lei, in cash;

4. Shareholders legal entities type list - holding a number of 900.971 shares of 0,1 lei each, totaling 90.097,1 lei, representing 18,0194 % of the total share capital of 500.000 lei, in cash.



The remaining provisions of the Articles of Incorporation of the Company remain unchanged.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

2. The **updated Articles of Incorporation** of the Company (**No. 8**) are adopted, in accordance with the amendments approved in item 1 of this Decision.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

3. Approves the date **of June 04, 2025** as the "**record date**" which serves to identify the shareholders to whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders will be transferred in accordance with the provisions of art.87 paragraph (1) of the Law on Issuers no.24/2027 , republished, with subsequent amendments and establishes the date of **June 03, 2025** as "**ex-date**".

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

4. Mandates the Chairman of the Board of Directors, Mr. Niculae Dan to sign on behalf of the shareholders, this EGSM Resolution, as well as any other documents in relation thereto, including, but not limited to, the updated version of the Articles of Incorporation which will reflect the amendments approved by the General Meeting.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

5. Mandates Dir. General, Mr. Baltasiu Sorin-Stefan and the Dir. of the Legal Department, Mrs. Denes Adriana, to carry out all legal formalities in relation to obtaining any prior approvals/agreements required by law from the Financial Supervisory Authority, regarding the amendments to the Articles of Incorporation adopted by the EGSM, to request the publication and publication of the resolution in Official Gazette of Romania Part IV and to fulfill the necessary formalities before the Trade Register Office as well as before any other public authority or institution, and to carry out any necessary acts in order to register and ensure the opposability of the resolutions adopted by the EGSM.

Voting structure : 100 % for , 0.0 % against , 0.0 % abstain

This decision has been drawn up and signed today, April 28, 2025, in 5 (five) original copies.

Chairman of the Board of Directors
NICULAE DAN