



Registration no. 325 / 05.08.2021

To,

Bucharest Stock Exchange S.A.

Financial Supervisory Authority (FSA)

CURRENT REPORT

According to Annex 12 of ASF Regulation 5/2018
on issuers of financial instruments and market operations

Report date	August 05, 2021
Name of issuer	TRANSILVANIA BROKER DE ASIGURARE S.A.
Head office	Bistrita, 13 Calea Moldovei Street, Bistrita-Nasaud county, 420096
Phone/Fax Number	0263-235900/ 0263-235910
Unique CRO registration code	19044296
Order number in the commercial register	J06/674/2006
Subscribed and paid-up capital	500.000 lei
Regulated market	Regulated OTC Market, Main Segment, Standard Category

I. Important events to report

- Changes in control of the issuer - not applicable;*
- Substantial acquisitions or disposals of assets - not applicable;*
- Insolvency proceedings, i.e. judicial reorganisation or bankruptcy - not the case;*
- Transactions of the type listed in Article 82 of Law No 24/2007 - not applicable;*
- Other events :*

TRANSILVANIA BROKER DE ASIGURARE SA (Company) informs the shareholders and other interested parties regarding the decision of the Board of Directors meeting in the statutory meeting of August 04, 2021 regarding the completion of the agenda of the EGMS convening published in the Official Gazette of Romania Part IV of August 04, 2021, with the following point:

1. Approval of the date of **February 15, 2022** as the "registration date" for the identification of the shareholders on whom the effects of the decisions adopted by the Extraordinary General Meeting of Shareholders regarding item "1 i)" on the agenda will be reflected, "ex-date" is **February 14, 2022**,

and **the date of payment** of the shares of TRANSILVANIA BROKER DE ASIGURARE SA resulting from the division of the nominal value is **February 16, 2022**.

Consequently, the last trading date for the shares of TRANSILVANIA BROKER DE ASIGURARE S.A. before the transaction provided for in point "1 i)" is **February 11, 2022**.

The registration date related to the other items on the agenda will be the one decided by the EGMS according to item 5 on the agenda.

The full text of the completed call for the EGMS convened on September 07/08, 2021 is presented below.

TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan

Chairman of the Board of Directors

COMPLETED NOTICE TO ATTEND

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

SEPTEMBER 07/08, 2021

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

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,

in the meeting of **August 4, 2021** , decides the completion of the EGMS agenda from September 07/08 , 2021 convened at the Company's headquarters in Bistrita, str. Calea Moldovei , nr. 13 , jud. Bistrita-Năsăud, starting at 10.00 a.m., at which the shareholders registered in the Shareholders' Register (issued by DEPOZITARUL CENTRAL S.A.) at the **reference date** set for the end of **August 27, 2021** are entitled to participate and vote.

The full agenda of the EGMS is as follows:

1. Approval of **the amendment of the Articles of Association of the Company**, 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) The addition of the secondary object of activity of the Company with CAEN code 6629 - *Other activities auxiliary to insurance and pension funds* (private pension intermediary), subject to the condition that this decision takes effect only after obtaining the approvals as intermediary for carrying out the marketing activity of privately managed pension funds, respectively the marketing activity of the voluntary pension fund, in accordance with the legal provisions and sectoral rules 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.

2. Approval of the update of the Articles of Association of the Company, in accordance with the amendments approved under item 1 of the agenda, 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 shall be completed with a new item 6.2. entitled "Other activities" which shall have the following content:**

Art.6 pct.6.2. Other activities :

6629- *Other activities auxiliary to insurance and pension funding*

- **Art. 7. 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 dematerialized form, with a **nominal value of 0.1 lei** each."

3. Approval of 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 shares free of charge, the total number of which shall 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 draw up and publish disclosure documents in accordance with the law and the applicable ASF regulations.

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 EGM for the purpose of implementing their incentive plan (Stock Option Plan) subject to its approval by the EGM, in accordance with item 3 on 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 will be carried out 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.

5. Approval of the date of **September 24, 2021** as the "*registration 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 **September 23, 2021** representing the "*ex-date*".
6. Approval of the date of **February 15, 2022** as the "*registration date*" for the identification of the shareholders on whom the effects of the decisions adopted by the Extraordinary General Meeting of Shareholders regarding item "1 i)" on the agenda will be reflected, "*ex-date*" is **February 14, 2022**, and the **date of payment** of the shares of TRANSILVANIA BROKER DE ASIGURARE SA resulting from the division of the nominal value is **February 16, 2022**.

Consequently, the last trading date for the shares of TRANSILVANIA BROKER DE ASIGURARE S.A. before the transaction provided for in point "1 i)" is **February 11, 2022**. The registration date related to the other items on the agenda will be the one decided by the EGMS according to item 5 on the agenda.

7. Mandate 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.
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.

At the date of convocation, the share capital of the Company is 500,000 lei divided into 2,500,000 registered shares, dematerialized, with a nominal value of 0.2 lei, **each share giving the right to one vote in the General Assembly meetings.**

From 06.08.2021 until the date set for the AGM, 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: **the Notice of Meeting**; *the total number of issued shares and voting rights at the date of the Notice of Meeting; the Draft Resolution proposed for approval by the AGM; the General/Special Proxy Forms usable for proxy voting; the Postal Voting Forms; the 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 who have been granted *a special proxy or a general proxy*, in accordance with Article 92 paragraph (10) of Law no. 24/2017 on issuers of financial instruments and market operations. *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 meeting, by simply proving their identity in the *case of individual shareholders* 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 3 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 quality of 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 submitted in physical format, in original in the case of the special power of attorney, respectively in a certified true 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 str. nr.13, jud. Bistrita-Nasaud, 420096), until 06.09.2021, 10:00 a.m. or by e-mail at investor@transilvianibroker.ro (if electronic means are used, the special power of attorney shall be transmitted by 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 for representation in the AGM, it must contain the wording written on the envelope, clearly and in capital letters "PROXY FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 07/08.09.2021".

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 92, item 15 of Law no.24/2017 on issuers of financial instruments and market operations.

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, is signed by the respective shareholder and is accompanied by an affidavit given by the legal representative of the credit institution that 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 sealed envelope to the company's headquarters in Bistrita, Calea Moldovei Street no.13, judetul Bistrita-Nasaud, 420096 and must be received at the company's registered office no later than 06.09.2021 at 10:00 a.m., mentioning on the envelope in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL

MEETING OF SHAREHOLDERS ON 07/08.09.2021". 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@transilvaniabroker.ro, mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 07/08.09.2021", under penalty of loss of voting rights.

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 92 paragraph (14) of Law no.24/2017 on issuers of financial instruments and market operations.

One or more shareholders representing, individually or jointly, at least 5% of the share capital have the right to introduce items on the agenda of the General Meetings of Shareholders, until 19.08.2021 at the latest (provided that each item is accompanied by a justification or a draft resolution proposed for adoption) and to propose draft resolutions for 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 headquarters in Bistrita-Nasaud, str. Calea Moldovei, nr. 13, 420096 until 19.08.2021 , 12:00, or sent by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 on electronic signature, by the same date and time, to the address investor@transilvaniabroker.ro with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 07/08.09.2021".

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 with the items proposed by the shareholders in accordance with the law and this notice, will be published by 25.08.2021 at the latest.

Each shareholder has the right to ask, until 06.09.2021 at the latest, questions regarding the items on the agenda, according to article 198 of ASF Regulation no.5/2018.

The company will respond to questions from shareholders by publishing the answers on the website under < Investor Relations > < Questions and Answers >.

Questions can be submitted in an envelope at the company's headquarters in Bistrita, 13 Calea Moldovei str., jud. Bistrita-Nasaud, 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 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON 07/08.09.2021". In order to identify the persons making the enquiry, 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 Extraordinary General Meeting of Shareholders is convened for 08.09.2021, at the same time and place, with the same agenda.

Recommendations for shareholders in the context of COVID-19 :

Soc. TRANSILVANIA BROKER DE ASIGURARE SA recommends to the shareholders, the **exercise of the right to vote by correspondence, respectively the use of electronic means of remote interaction.**

To this end, TRANSILVANIA BROKER DE ASIGURARE SA recommends the following **protection/prevention measures** to the shareholders:

a) to access the information materials for the AGM in electronic format, which are available on the company's website www.transilvaniabroker.ro - section <Investors> / <AGA>, avoiding, as far as possible, their transmission in physical copy, by mail, courier services or personal pick-up at the company's office;

b) to vote by postal **ballot** by using **the postal ballot** made available by the company through the company's website, as an alternative method of direct participation or by proxy, avoiding, as far as possible, sending them in hard copy by post, courier services or depositing them in person at the issuer's registry. The deadlines for sending postal ballots or proxies and the required accompanying documents are specified in the notice of the Meeting.

c) to use, as a means of communication with the company, with priority the electronic communication channels made available for sending to the company including the e-mail address investor@transilvaniabroker.ro, using electronic signature, any documents sent to the company in connection with the AGM, avoiding, as far as possible, sending them in hard copy by post, courier services or depositing them personally at the registrar of the issuer.

Soc. TRANSILVANIA BROKER DE ASIGURARE SA informs the shareholders that there is a possibility that, on the date of the general meeting, depending on the express decisions adopted by the authorities, restrictions on the number of participants in events held in closed spaces or other rules may be applied in order to ensure the health safety of participants.

TRANSILVANIA BROKER DE ASIGURARE SA informs shareholders that it will apply the restrictions in force at the time of the AGM on limiting the number of participants at events held in closed spaces or explicitly prohibiting the holding of AGMs with physical attendance, as the case may be, depending on the express decisions adopted by the authorities by the date of the AGM.

We look forward to the work of the Meeting and thank our shareholders in advance for their support and cooperation in the successful conduct of the Meeting under the special conditions to which we have to adapt, for the safety of all and for full compliance with legal provisions.

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



Transilvania Broker®
BROKER DE ASIGURARE

TRANSILVANIA BROKER DE ASIGURARE S.A.

Calea Moldovei, Nr.13 , Bistrița, Jud. Bistrița-Năsăud, Romania, 420096

Registrul Comerțului: J06/674/2006 | Cod fiscal: 19044296

Capital social : 500.000 lei

Niculae Dan