



Registration no. 164 / 19.03.2024

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	March 19, 2024
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 : CONVOCATION OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TRANSILVANIA BROKER DE ASIGURARE S.A. FROM APRIL 23/24, 2024.**

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

**Niculae Dan**

**Chairman of the Board of Directors**



## CALL

### Ordinary and Extraordinary General Meeting of Shareholders

#### Company TRANSILVANIA BROKER DE ASIGURARE S.A.

from APRIL 23/24 , 2024

In accordance with the provisions of Law 31/1990 on companies, republished, with subsequent amendments and additions, Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments, and the updated Articles of Association of the Company,

Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian legal entity, whose business is insurance brokerage, 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,

meeting on **19.03.2024**, convenes:

*General Meeting of Shareholders - Ordinary and Extraordinary, for 23.04.2024, at the Company's headquarters in Bistrita, Calea Moldovei str., nr. 13, jud. Bistrita-Năsăud, starting at 10.00 a.m. for the Ordinary General Meeting, respectively, at 11.00 a.m. for the Extraordinary General Meeting,*

*in which the shareholders registered in the Shareholders' Register (issued by the CENTRAL DEPOSITARY S.A.) at the reference date set for the end of 11.04.2024 are entitled to participate and vote.*

#### **I. The Ordinary General Meeting of Shareholders will have the following agenda:**

1. Presentation and submission for approval of *of the Report of the Board of Directors prepared for the financial year ending 31.12.2023.*
2. Presentation of *the statutory auditor's report RAO AUDIT OFICCE S.R.L., on the individual financial statements for the financial year 20 23.*
3. Presentation and submission for approval of the *individual Financial Statements for the financial year 2023, based on the Report of the Board of Directors and the Report of the Company's Financial Auditor.*
4. Discharge of the Board of Directors of the Company for the financial year 2023.
5. Distribution of net profit for the financial year 2023. It is proposed that the net profit be distributed as follows :

**Net profit to be distributed: 11.152.499 lei**



**Legal reserves: 0 lei**

**Other reserves : 0 lei**

**Coverage of losses carried forward : 0 lei**

**Dividend payout: 5,000,000 lei, the proposed gross dividend/share being 1.0 lei**

**Retained earnings: 6,152,499 lei**

6. Presentation and submission for approval of the *Budget of Income and Expenditure for the financial year 2024*.
7. Presentation and submission for approval of the *Remuneration Report of the administrative and executive management of the company, for the financial year 2023* , prepared in accordance with the provisions of Article 107 of Law 24/2017 on issuers , republished, as amended.
8. Approval of the date of **28.05.2024** 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, as amended, and setting the date of **27.05.2024** as the "*ex-date*".
9. Approval of **17.06.2024** as the "*payment date*" under Art. 87(2) of the Treaty. (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.
10. Mandate the Chairman of the Board of Directors Mr. Niculae Dan , to sign on behalf of all shareholders present at the Meeting, the AGM Resolution.
11. Mandating the Chairman of the Board of Directors, Mr. Niculae Dan and the Director of the Legal Department, Ms. Denes Adriana, to take all necessary steps regarding the submission of the AGM resolution to the ORC of the Bistrita-Nasaud Court, with a view to its publication in the Official Gazette of Romania, Part IV .

## **II. The Extraordinary General Meeting of Shareholders will have the following agenda:**

1. Annulment of the AGEA Resolution no. 20/26.04.2023, amending the Articles of Association of the company and adoption of new resolutions in this regard, in accordance with the amendments to the Companies Act 31/1990, republished, regarding the mandatory content of the identification data of the founders, the first members of the Board of Directors and the directors.
2. Approval of **the amendment of the Articles of Incorporation of the Company, through:**
  - ✓ *modification of the identification data of Mr. Niculae Dan (significant shareholder and first member/president of the Board of Directors), regarding his residence, as an effect of the change of the identity document;*



- ✓ *filling in the identification data of significant shareholders of the company, first members of the Board of Directors and directors, in accordance with the provisions of the Law on Companies, republished (Law 31/1990), as amended (art. 8 lit. a and g, in conjunction with art. 8<sup>1</sup> lit.a);*
- ✓ *extension of the secondary object of activity of the Company, in accordance with the provisions of Article 11(3) letter a) paragraph iii) of ASF Rule 22/2021 on insurance distribution, with the following activities: distribution of products created by credit institutions, non-banking financial institutions, payment institutions and institutions issuing electronic money (CAEN code 6499 - Other financial intermediation n.e.c.; 6612 - Financial intermediation activities; 6619 - Activities auxiliary to financial intermediation, except insurance and pension funding activities \_ coding according to CAEN Rev.2 ) ;*
- ✓ *deletion of the company's place of business in mun. Cluj-Napoca ( str. Inau, nr.22), jud. Cluj, deleted from the Trade Register in accordance with the Decision of the Board of Directors of the Company no. 27/14.12.2022 .*

**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 11.05.2018, drawn up by the Central Depository S.A., are:
  1. **LOGIN GABRIEL**, Romanian citizen, born on... [personal data] in loc. ... [Bistrita-Nasaud county, residing at loc., str., nr.... [personal data] , jud. Bistrita-Nasaud, CNP ... [personal data];
  2. **NICULAE DAN**, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in loc.,str, nr., bl,sc.,et.,ap....[personal data] , jud. Arges , CNP ...[personal data];
  3. **Shareholders individuals list type ;**
  4. **Shareholders legal entities list type.**

➤ *It is modified / completed and will have the following content:*

**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 place....[personal data], jud. Bistrita-Nasaud , domiciled 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 22.03.2016, valid until 17.08.2026;
2. **NICULAE DAN**, Romanian citizen, born on ...[personal data], in 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 28.02.2023, valid until  
03.08.2031;

**3. Individual shareholders list type ;**

**4. Shareholders legal entities list type.**

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

- Sibiu, str. Justiției, nr.10, jud. Sibiu;
- Bucharest, Elena Caragiani str.21D, ap.1 Sector1;
- Pitești, 3 Intrarea Rozelor str., jud. Argeș ;
- Cluj -Napoca, 22 Inau Street, Cluj County.

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

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

- Sibiu, str. Justiției, nr.10, jud. Sibiu;
- Bucharest, Elena Caragiani str.21D, ap.1 Sector1;
- Pitești, 3 Intrarea Rozelor str., jud. Argeș

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

**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*)

➤ *It is completed and will have the following content:*

**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*)

**6499** - Other financial intermediation n.e.c.

**6612** - Financial intermediation activities

**6619** - Activities auxiliary to financial intermediation, except insurance and pension funding activities

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

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

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

1. NICULAE DAN, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in mun. Pitesti, str,nr,bl,sc.,et,ap....[personal data] , jud. Arges , CNP ...[personal data] - President



2. TUICA GABRIEL-ALEXANDRU , Romanian citizen, born on ...[personal data] in loc. ... [personal data], Prahova county, residing in mun. Bucuresti, str, nr., bl,sc.,et.,ap .... [personal data] , Sector 2, CNP ... [personal data] - Member
3. DENES DANIELA-TASIA , Romanian citizen, born on ...[personal data] in loc. ...[personal data], Bistrita-Nasaud county, domiciled in Mun. Tg. Mures , str, nr.,et.,ap.... [personal data] , jud. Mures , CNP ...[personal data] - **Independent member**

➤ *It is modified/completed and will have the following content:*

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

1. NICULAE DAN, Romanian citizen, born on ...[personal data], in loc. ...[personal data], jud. Argeș, domiciled in mun. Pitesti, str,nr.,bl,sc.,et.,ap....[personal data] , jud. Arges, CNP ...[personal data], identified with the ID card series...nr....[personal data], issued by SPCLEP Pitesti, on 28.02.2023, valid until 03.08.2031- President
2. TUICA GABRIEL-ALEXANDRU , Romanian citizen, born on ...[personal data] in loc. ... [personal data], Prahova county, residing in mun. Bucuresti, str, nr., bl,sc.,et.,ap....[personal data] , Sector 2, CNP ...[personal data], identified by ID card series... nr..... ....[personal data], issued by SPCEP Sector 2, on 25.11.2015, valid until 02.07.2025 - Member
3. DENES DANIELA-TASIA , Romanian citizen, born on ...[personal data] in loc. ...[personal data], Bistrita-Nasaud county, domiciled in Mun. Tg. Mures , str, nr.,et.,ap....[personal data] , jud. Mures , CNP ...[personal data], identified by ID card series ... nr...[personal data], issued by SPCLEP Tg. Mures, on 05.04.2019, valid until 10.04.2029 - **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 place.... [personal data] , jud. Arges , domiciled in mun. Pitesti , str., nr. , bl. , sc., et., ap., [personal data] , jud. Arges , CNP .... [personal data].

➤ *It is modified/completed and will have the following content:*

#### **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 place.... [personal data] , jud. Arges , domiciled in mun. Pitesti , str., nr. , bl. , sc., et., ap., [personal data] , jud. Arges , CNP .... [personal data], identified with ID card series ... nr. ...., issued by SPCLEP Pitesti, on 09.05.2016, valid until 04.03.2076.

3. Adoption of an updated Memorandum and Articles of Association of the Company, in accordance with the resolutions under item 1 on the agenda.

4. Approval of the date of **28.05.2024** 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, as amended, and setting the date of **27.05.2024** as the "*ex-date*".

5. Mandate the Chairman of the Board of Directors, Mr. Niculae Dan to sign on behalf of the shareholders the resolution of the EGM, as well as any other documents related thereto, including, but not limited to, the updated version of the Articles of Incorporation which will reflect the amendments approved by the General Meeting.

6. Mandate the Chairman of the Administrative Board, Mr. Niculae Dan 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 required by law, from the Financial Supervisory Authority, regarding the amendments to the Articles of Incorporation adopted by the AGEA, to request the publication of the resolution in the Official Gazette of Romania Part IV and to carry out the necessary formalities before the Trade Registry Office as well as before any other public authority or institution, as well as to carry out any necessary acts in order to register and ensure the enforceability of the resolutions adopted by the AGEA.

At the date of convocation, the share capital of the Company is 500,000 lei divided into 5,000,000 registered shares, dematerialized, with a nominal value of 0.1 lei, **each share giving the right to one vote in the General Meeting.**

From 22.03.2024 until the date set for the AGM meetings, 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](http://www.transilvaniabroker.ro) , category < Investors > , Section < AGM > , Romanian/English version, of the following **documents** which are the basis for the AGM proceedings: *Convening notices; Total number of issued shares and voting rights at the date of convening; Draft Resolutions proposed for approval by the AGM; General/Special Proxy Forms usable for proxy voting; Postal voting forms; All 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 granted a *special* or *general power of attorney*, in accordance with Article 105 paragraph (12) of the Law no.24/2017 on issuers of financial instruments and market operations, republished, as amended. 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 by simply proving their identity 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 legal entity shareholder 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 three 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 capacity as 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), until 22.04.2024, 10:00, or by e-mail at [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) with electronic signature incorporated according to Law no.455/2001, republished, with subsequent amendments, until the same date and time.

Regardless of the method of transmission of proxies to AGM, it must contain the wording clearly and in capital letters "PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS ON 23/24.04.2024".

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 105 item 15 of Law no.24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments.

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, as amended, is signed by the respective shareholder and is accompanied by an affidavit given by the legal representative of the credit institution that has 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 closed envelope to the company's headquarters in Bistrita, Calea Moldovei Street no.13, judetul Bistrita-Nasaud, 420096 and must arrive at the company's registered office no later than 22.04.2024 at 10:00 a.m., mentioning on the envelope in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE GENERAL SHAREHOLDERS' MEETING ON 23/24.04.2024". 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 GENERAL MEETING OF SHAREHOLDERS ON 23/24.04.2024", under penalty of losing the right to vote.

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 105 paragraph (14) of Law no.24/2017 on issuers of financial instruments and market operations, republished, as amended.

The position of "Abstention" adopted by a shareholder with regard to the items on the agenda of the General Meeting **does not represent an expressed vote**.

**One or more shareholders representing, individually or jointly, at least 5% of the share capital have the right to introduce new items on the agenda of the General Meetings of**

**Shareholders within 15 days from the date of publication of the notice of the general meeting(s), i.e. by 05.04.2024, 16.00** and to propose draft resolutions for items included or proposed to be included on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for adoption.

The proposal for the draft resolution can be submitted, **in a closed envelope**, at the company's registered office in Bistrita-Nasaud, Calea Moldovei Street, no. 13, 420096, **or sent by e-mail** with an extended electronic signature incorporated in accordance with the Law no. 455/2001 on electronic signature, until the same date, to the address [investor@transilvianibroker.ro](mailto:investor@transilvianibroker.ro) with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING ON 23/24.04.2024".

Each proposed new item must be accompanied by a justification or a draft resolution proposed for adoption at the AGM. 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 corporate 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 by the items proposed by the shareholders in accordance with the law and this notice, will be published no later than 10.04.2024.**

Each shareholder has the right to ask, until 19.04.2024 at the latest, **questions** regarding the items on the agenda, according to article 198 of ASF Regulation no.5/2018, as amended.

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

Enquiries 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@transilvianibroker.ro](mailto:investor@transilvianibroker.ro) mentioning in the subject/envelope "FOR THE GENERAL SHAREHOLDERS' MEETING ON 23/24.04.2024". 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 General Meeting of Shareholders is convened for 24.04.2024, at the same time, in the same place, with the same agenda and reference date.**

For further information, please contact us at 0730 709997, e-mail: [investor@transilvianibroker.ro](mailto:investor@transilvianibroker.ro), contact person Adriana Denes - Dir. Legal Department.

**Chairman of the Board of Directors**

Niculae Dan