

PROJECT

UPDATED MEMORANDUM OF ASSOCIATION NO.7 OF "TRANSILVANIA BROKER DE ASIGURARE" S.A.

Headquarters: Bistrita, Calea Moldovei street, no. 13, Bistrita-Nasaud county

Registration number at the Trade Registry Office: J06/674/2006

Unique code of tax registration (CUI) : 19044296

Updated on _____,

under EGSM Decision no. 20 of April 26, 2023 and Decision of the Financial Supervision Authority no. ____ of _____

CHAPTER I IDENTIFICATION DATA OF SHAREHOLDERS

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], Bistrita-Nasaud county , personal identification number ...[personal data].
- 2. NICULAE DAN**, Romanian citizen, born on ...[personal data], in ...[personal data] Argeş county , personal identification number...[personal data].
- 3. Individual shareholders list type ;**
- 4. Shareholders legal entities list type.**

CHAPTER II LEGAL FORM, NAME, REGISTERED OFFICE AND LOGO OF THE COMPANY

Art.2.Legal form of the Company

TRANSILVANIA BROKER DE ASIGURARE S.A. is a Romanian legal entity, organized as a *joint-stock* company, managed on a unitary basis.

2.2.The Company shall be established, organized and operate in accordance with the laws of Romania and in accordance with the provisions of this Constitution.

Art.3. Name of the Company

3.1. The name of the company is "**TRANSILVANIA BROKER DE ASIGURARE**" S.A., hereinafter referred to generically as "**the Company**", according to the Proof of availability and reservation of the company no.4173 /06.03.2017 issued by the Trade Register Office of the Bistrița-Năsăud Court.

3.2. In all invoices, documents, notices and publications relating to the company's activity, the name of the company shall be followed by the initials "S.A.", the amount of the share capital, the trade register number, the tax code and the registered office of the company. In addition, in all documents issued, including correspondence with third parties, the Company shall include, on a mandatory basis, the unique code assigned in the Register of Principal Intermediaries and the mention < Authorised by the Financial Supervisory Authority>, in compliance with the regulations of the Financial Supervisory Authority.

3.3.The company will also publish the items mentioned in point 3.2 on its website.

Art.4. The registered office of "**TRANSILVANIA BROKER DE ASIGURARE**" S.A. is in Bistrita, Calea Moldovei Street, no.13, jud. Bistrița-Năsăud.

4.1. The Company may change its registered office to any other place in Romania, whenever it is necessary in its interest, by resolution of the Extraordinary General Meeting of Shareholders.

4.2. The Company may set up secondary offices (branches, agencies, representative offices or other such units without legal personality), in the country and abroad, with the approval of the Board of Directors.

4.3. The company has workplaces in :

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

Art.5. The Company's emblem is graphically represented in **Annex 1** of this Memorandum of Association, according to the Proof of availability of the emblem no. 4178/06.03.2017, valid as of 06.03.2017, issued by the Trade Register Office of the Court of Bistrita-Nasaud and registered at the State Office for Inventions and Trademarks under no.116384/06.04.2011.

Logo description:

The Company's emblem contains the following combined elements: a graphic symbol and text on a white background. Thus, the emblem includes a main logo partially containing the name of the Company "TRANSILVANIA BROKER" inscribed in black, bold, italic font, and underneath it has a secondary logo "BROKER DE ASIGURARE" inscribed in smaller, bold, italic, vermilion letters. In the upper right corner is the official trademark symbol ®. The graphic symbol is represented by the letter 'T', vermilion, italic font, framed by two black circular arcs gradually fading to grey.

CHAPTER III THE OBJECT OF THE COMPANY'S ACTIVITY

Art. 6 Object of the Company's activity

6.1. The object of activity of the Company is the following activities, established according to the Classification of Activities in the National Economy (CAEN):

6.2. The Company's main field of activity:

662 - Activities auxiliary to insurance and pension funding

6622- Activities of insurance agents and brokers; negotiation for natural or legal persons, policyholders or potential policyholders, conclusion of insurance contracts and assistance before and during the term of the contracts or in connection with claims settlement, as appropriate.

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*)

**CHAPTER
IV SUBSCRIBED AND PAID-UP CAPITAL
. SHARES. RIGHTS
AND OBLIGATIONS OF SHAREHOLDERS**

Art. 7. Share capital

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.

7.2. The share capital, according to the Consolidated Summary Structure of Holders of Financial Instruments as of 11.05.2018, 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, with a total value of 228,138.8 lei, representing 45.6278 % of the total share capital of 500,000 lei, contributed in cash, holding the status of shareholder of the Company, profit sharing 45.6278 % and loss sharing 45.6278 %;

- The shareholder **NICULAE DAN** holds a number of 1,525,800 shares of 0.1 lei each, with a total value of 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 sharing 30.5160% and loss sharing 30.5160%;

- **Individual shareholders** - holding a number of 890,076 shares of 0.1 lei each, with a total value of 89,007.6 lei, representing 17.8015% of the total share capital of 500,000 lei, in cash;

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

Art. 8. Actions

8.1. The shares are issued in dematerialized form and, after admission to trading on one of the markets administered by the Bucharest Stock Exchange, will be traded on that market, in accordance with the provisions of the applicable capital market legislation and other capital market regulations.

8.2. By resolution of the Extraordinary General Meeting of Shareholders, classes of shares may be issued which give the holders different rights, i.e. preference shares with priority dividend without voting rights, under the terms of the Companies Act.

8.3. The record of the shares issued by the Company and of the holders of shares (shareholders) is kept in the **Register of Shareholders** of the Company; it is kept by the Company, and after admission to trading on one of the markets administered by the Bucharest Stock Exchange it will be kept by the Central Depository S.A. in accordance with the applicable capital market legislation.

Art. 9. Rights and obligations arising from the holding of shares

9.1. Shares issued by the Company shall be of equal value and confer equal rights on the holders. Shareholders shall participate in profits and losses in proportion to the number of shares they hold and their share of the share capital.

9.2. Each share subscribed and fully paid up by the shareholders shall entitle them to one vote in the General Meeting of Shareholders, the right to elect and to be elected to the governing bodies, the right to participate in the distribution of profits, as provided for in the Articles of Association and the legal provisions, and any other rights conferred by law and by the provisions of these Articles of Association.

9.3. Ownership of shares implies de jure adherence to this Constitution. Shares are indivisible with respect to the Company, which recognises only one owner for each share. The rights and obligations attached to the shares shall follow the action in the event of ownership by others.

9.4. The obligations of the Company shall be secured by the assets of the Company and the shareholders shall be liable up to the amount of the subscribed share capital. The assets of the Company may not be encumbered by debts or other personal obligations of the shareholders.

Art. 10. Transfer of ownership of shares

10.1. Ownership of shares may be transferred in accordance with the provisions of the Companies Act. After the admission to trading of the Company's shares, the ownership of the shares shall be transferred in accordance with the regulations applicable to the Romanian capital market.

10.2. The Company may acquire its own shares, either directly or through persons acting in their own name, but on behalf of the Company only with the approval of the Extraordinary General Meeting of Shareholders and in accordance with the law.

10.3. The creation of security interests over shares shall be made in accordance with the provisions of the Companies Law and, after admission to trading, with the regulations applicable to the Romanian capital market. The guarantee shall be registered in the register of shareholders by the Company, respectively by the Central Depository S.A. - the independent company that keeps the register of shareholders after the admission to trading of the Company's shares. The guarantee becomes enforceable against third parties and acquires rank in the order of preference of creditors from the date of registration in the Electronic Collateral Depository.

CHAPTER GENERAL MEETING OF SHAREHOLDERS

Art. 11. General Meetings of Shareholders

11.1. General Meetings of Shareholders are **Ordinary** and **Extraordinary**.

11.2. The Ordinary General Meeting shall meet at least once a year, not later than four (4) months after the end of the financial year. The Ordinary General Meeting of Shareholders shall have the powers laid down by law.

Apart from debating other matters on the agenda, the **Ordinary General Meeting** is obliged:

- a/ discuss, approve or amend the annual financial statements on the basis of reports submitted by the Board of Directors, the internal auditor and the financial auditor and fix the dividend;
- b/ to elect or dismiss, in accordance with the law, the members of the Board of Directors;
- c/ appoint or dismiss the financial auditor and set the minimum duration of the financial audit contract;
- d/ appoint or dismiss the internal auditor and fix the duration of the contract auditor, if the law provides for this obligation;
- e/ to fix the remuneration and other rights due for the current financial year, members of the Board of Directors;
- f/ to give an opinion on the management of the Board of Directors;
- g/ establish the revenue and expenditure budget and, where appropriate, the programme of activity for the following financial year;
- h/ to decide on the pledging, renting or dissolution of one or more units of the Society.

11.3. The Extraordinary General Meeting of Shareholders shall meet whenever it is necessary to take a resolution falling within its competence. The powers of the Extraordinary General Meeting of Shareholders

shall be those provided for by law, with the exception of those relating to: changing the object of the Company's activity, setting up or closing down secondary offices - branches, agencies, representative offices or other such units without legal personality, which powers the Extraordinary General Meeting delegates to the Board of Directors. The delegation of powers relating to changes in the object of activity may not concern the Company's main field and activity.

The Extraordinary General Assembly meets whenever it is necessary to take a decision, for:

- a/ change of the legal form of the Company;
- b/ relocation of the Company's registered office;
- c/ change in the scope of the Company's activity and main business;
- d/ extension of the duration of the Company;
- e/ increase of the share capital ;
- f/ reduction of the share capital or its replenishment by issuing new shares;
- g/ merger with other companies or division of the Company;
- h/ early dissolution of the Company;
- i/ conversion of shares from one category to another;
- j/ the issue of bonds;
- k/ conversion of one class of bonds into another class or into shares;
- l/ approval of the conclusion by the Board of Directors of legal acts in the name and on behalf of the Company, to acquire property for the Company or alienate, hire out, exchange or pledge property the Company's assets, to take out bank loans or other forms of credit financing (including leasing), the value of which exceeds half the value of the accounting value of the Company's assets at the date of conclusion of the legal act;
- m/ any other amendment to the Memorandum of Association or any other resolution for which the approval of the Extraordinary General Assembly is required.

Art.12. Convening and holding of the General Meeting of Shareholders

12.1. The General Meeting of Shareholders shall be convened by the Board of Directors of the Company whenever necessary. The Board of Directors shall immediately convene a General Meeting of Shareholders at the request of shareholders representing, individually or jointly, at least 5% of the share capital and if the request contains provisions falling within the powers of the Meeting.

12.2. Unless the notice convening the General Meeting of Shareholders specifies another venue, the venue of the General Meeting of Shareholders shall be the registered office of the Company.

12.3. The notice of meeting shall be published in the Official Gazette of Romania, Part IV, on the Company's website and in one of the newspapers of wide circulation in the locality where the Company's registered office is located or in the nearest locality. The time limit for the meeting may not be less than 30 days from the publication of the notice in the Official Gazette of Romania, Part IV.

12.4. In the notice convening the first General Meeting, the date shall also be fixed for the second General Meeting if the quorum required for the first General Meeting is not met.

12.5. Following the admission of the Company's shares to trading, the Company shall make available to shareholders, for a period commencing at least 30 days before the date of the General Meeting and up to and including the date of the Meeting, the documents relating to the operations concerning the procedure for convening General Meetings. At the same time, the related documents as well as the method of convening and holding the General Meeting must be in accordance with the provisions of the Law on Companies, in conjunction with the provisions of the capital market legislation.

12.6. For the validity of the deliberations of the Ordinary General Meeting, the presence of shareholders representing at least 50% of the total number of voting rights is required at the first convocation. If these conditions are not met, the meeting to be convened at a second convocation may deliberate on the items on the agenda of the first meeting, regardless of the quorum present. Resolutions of ordinary general meetings shall be passed by a majority of the votes cast by the shareholders present in person or represented.

12.7. For the validity of the deliberations of the Extraordinary General Meeting, the presence of shareholders holding at least 50% of the total number of voting rights is required for the first convocation and, for subsequent convocations, the presence of shareholders representing at least one fifth of the total number of voting rights. Decisions of the extraordinary general meeting shall be taken by a majority of the votes cast by the shareholders present or represented.

12.8. Decisions on the modification of the main object of activity of the Company, reduction or increase of the share capital, change of legal form, merger, division or dissolution of the Company shall be taken by the Extraordinary General Meeting of Shareholders with a majority of at least two thirds of the voting rights held by the shareholders present or represented.

12.9. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors or by the person designated by him from among the directors. On the day and at the time indicated in the notice, the General Meeting of Shareholders shall be opened by the Chairman of the Board of Directors or by the person designated by him.

The General Meeting of Shareholders shall elect, from among the shareholders present, a Secretary who, together with the Secretary of the Board of Directors, shall check the attendance list of shareholders, indicating the share capital that each shareholder represents, and shall draw up the minutes of the meeting in order to establish that all the formalities required by law and by the Articles of Association have been fulfilled. The General Meeting of Shareholders may appoint a lawyer to carry out the operations falling within the duties of the secretary, at the expense of the Company.

12.10. The minutes of the General Meeting of Shareholders shall be signed by the Chairman of the meeting and the two secretaries. The documents relating to the convening of the meeting and the attendance lists of shareholders shall be attached. The minutes shall be entered in the register of the General Meeting of Shareholders.

12.11. The Company may use electronic means to enable shareholders to participate and vote at the General Meeting, with the prior decision of the Board of Directors, which shall also approve the procedures to be followed for the use of such means. In this case, the convening notice shall contain the necessary information on the participation and exercise of voting rights at the General Meeting.

Art. 13. Exercise of the right to vote at the General Meeting of Shareholders

13.1. Shareholders shall exercise their voting rights in the General Meeting of Shareholders in proportion to the number of shares they hold. If the shares are subject to security interests, the voting right shall belong to the owner. In the case of shares subject to a right of usufruct, the voting rights conferred by these shares belong to the usufructuary at Ordinary General Meetings and to the bare owner at Extraordinary General Meetings.

13.2. Shareholders may participate and vote in the General Meeting of Shareholders by proxy on the basis of a proxy granted for that General Meeting in accordance with the applicable legal provisions.

13.3. Shareholders entitled to participate in the General Meeting of Shareholders are those who hold shares on the reference date in accordance with the applicable legal provisions. Access to the General Meeting of Shareholders by these shareholders is allowed by simply proving their identity, in the case of individual shareholders, with their identity card or, in the case of legal entities and represented individual shareholders, with the proxy given to the individual representing them.

13.4. Resolutions of the general meeting of shareholders shall be passed by a simple majority of the voting rights held by the shareholders present or represented, unless the Companies Act, capital market legislation or the Memorandum of Association imperatively provides for another quorum. Resolutions of the general

meeting of shareholders taken in accordance with the law and the Articles of Association shall be binding even on shareholders who are absent or who have voted against, in accordance with the Companies Act.

13.5. A shareholder who, in a particular transaction, has, either personally or as a trustee of another person, an interest contrary to that of the Company, shall abstain from deliberations on that transaction. A shareholder who contravenes this provision shall be liable for damages to the Company if, without his vote, the required majority would not have been obtained.

13.6. Decisions of general meetings shall be taken by **open vote**. A **secret ballot** shall be mandatory for the election of the directors and the financial controller, for their dismissal and for resolutions concerning the liability of directors or whenever the General Meeting of Shareholders decides to use a secret ballot.

13.7. No resolution may be passed on items on the agenda which have not been published in the notice convening the meeting, unless all the shareholders were present or represented and none of them objected or contested the resolution.

13.8. The Company shall establish for each resolution adopted by the General Meeting of Shareholders the number of shares for which valid votes have been cast, the proportion of the share capital represented by those votes, the total number of valid votes cast, as well as the number of votes cast for and against each resolution and, if applicable, the number of abstentions. The voting results must be published on the official website no later than 15 days after the date of the General Meeting.

13.9. In order to be enforceable against third parties, the resolutions of the General Assembly shall be filed within 15 days at the Trade Register Office, to be mentioned in the register and published in the Official Gazette of Romania, Part IV.

13.10. The provisions of this Memorandum of Association relating to the convening and conduct of the General Meeting of Shareholders, including the publication of resolutions adopted in the exercise of its powers, shall be supplemented, as appropriate, by the legal and regulatory requirements stipulated by the Companies Act and other regulations pertaining to the Company's main field of activity. In addition, following the admission of the Company's shares to trading, the provisions of the Law on Issuers of Financial Instruments and Market Operations and the regulations issued in application thereof shall be applicable.

CHAPTER VI

ADMINISTRATION, MANAGEMENT AND REPRESENTATION OF THE COMPANY

Art. 14. Administration and Management of the Company

14.1. The Company is managed on a **unitary basis** by a Board of Directors, consisting of **5** directors, Romanian and/or foreign natural persons, appointed by the Ordinary General Meeting of Shareholders, which determines their remuneration.

The first trustees are appointed by the Memorandum of Association.

The majority of the members of the Board of Directors are non-executive directors.

The term of office of the directors is 4 (four) years from the date of appointment, and the directors are eligible for re-election.

The term of office of the first members of the Board of Directors shall be two (2) years from the date of their appointment and they may be re-elected.

14.2 The Ordinary General Meeting of Shareholders of the Company appointing the Board of Directors shall also appoint the Chairman of the Board of Directors who shall be responsible for its coordination, reporting and proper functioning.

The term of office of the Chairman of the Board may not exceed the term of office of the administrator.

In the event that the Chairperson is temporarily unable to perform his/her duties during such inability, the Board of Directors may entrust another Director with the task of acting as Chairperson.

14.3. The Directors may be removed or replaced at any time by the Ordinary General Meeting of Shareholders of the Company. When the office of a Director becomes vacant, the Ordinary General Meeting of Shareholders shall elect a new Director to fill the vacancy. The period for which the new director is elected to fill the vacancy shall be equal to the period remaining until the expiry of his predecessor's term of office, unless another period is expressly determined by resolution.

14.4. The Board of Directors shall consist of **5** directors: a chairperson and four members.

The Board of Directors will have, in its composition, an **independent member** who meets all the independence criteria established by law.

The Board of Directors shall elect from among its members or from outside, a Secretary of the Board of Directors, in accordance with *its Internal Rules of Operation*.

14.5. The first directors of the Company :

1. NICULAE DAN, Romanian citizen, born on ...[personal data], in ...[personal data] Argeş county , 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 , ...[personal data] Bistrita-Nasaud county , personal identification number...[personal data] - **Independent member**

14.6 The executive management of the Company is delegated by the Board of Directors to two directors, a **General Manager** and an **Executive Director**.

Directors may be appointed from among the directors or from outside the Board of Directors. Directors may be removed at any time by the Board of Directors.

14.7. The power to represent the Company belongs to **the Managing Director**.

The Board of Directors retains, however, the power of representation of the Company in its relations with the directors.

The management of the day-to-day activities of the Company is delegated to the Managing Director and in his absence, these duties shall be exercised by his legal replacement, in this case, the Executive Director.

14.8. The Directors shall be responsible for taking all measures related to the management of the Company, within the limits of the object of activity and in compliance with the exclusive powers reserved by law or by the Articles of Association, to the Board of Directors and to the General Meeting of Shareholders.

The executive management of the Company is vested with the power to engage the liability of the Company as a brokerage company.

14.9. In exercising their powers, the directors of the Company may issue **decisions**.

14.10. The two directors shall be **<executive directors of the Company>** within the meaning of the Companies Law, Law 236/2018 on insurance distribution and the Rules issued by the Financial Supervisory Authority regulating the insurance distribution activity.

The executive manager(s) of the brokerage company is/are responsible for meeting all the conditions established by law including those of qualification, integrity, reputation and professional experience established by the applicable rules issued by the Financial Supervisory Authority.

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

14.11. The powers delegated to the Directors by the Board of Directors are those specified both in this Constitution and in the contracts concluded between them and the Company and in the Company's Rules of Organization and Operation.

14.12. Director-General - powers and duties :

- Exercises organisational, managerial and day-to-day administrative powers of the Company, ensuring the performance of the tasks established by the Board of Administration;
- Legally represent the Company before public authorities and in relations with individuals and/or legal, Romanian and/or foreign. It may also give power of representation in this purpose and other persons who are employees of the Company;
- By his signature, he commits the Company as a legal entity;
- Provides executive leadership at the brokerage company level, together with the Chief Executive Officer, with compliance with legal provisions specific to insurance intermediaries;
- Is responsible for fulfilling all the conditions established by law for executive directors of brokerage firms, including qualifications, integrity, reputation and professional experience established by the applicable rules issued by the Financial Supervisory Authority;
- May engage the liability of the insurance intermediary in accordance with the legal provisions specific to the domain ;
- Oversees the work of the executive departments in order to achieve the Company's objectives and in particular to achieve profit, maximise it, increase turnover and occupy a share of the market as favourable as possible for the Company;
- Check the work of the Executive Director.

To this end :

1. take measures to achieve the indicators set by the Board of Directors, development and increase of the quality of the intermediation activity, good organisation of the activity and work, creating proper working conditions for all staff;
2. ensure that measures are taken to preserve the integrity of the Society's assets and recovery of the damage done to it;
3. ensures that the members of the Board of Directors are kept informed of the progress of the Company's activities, the main problems solved and the measures adopted;
4. informs the Board of Directors on the economic and financial results of Company, periodically or at the times requested by it;
5. performs (where appropriate, with the approval of the Board of Directors) all operations and the acts of conservation, administration and disposal necessary to carry out the Company's object of activity;
6. is established on the basis of the organisational structure approved by the Board of Directors and the Organisational and Functioning Rules, working and cooperation procedures between departments/services;
7. He/she shall appoint and dismiss the staff of the Company, shall establish the duties, responsibilities, obligations and rights specific to each position within the Company and shall sign on behalf of the Company the individual employment contracts and the related job descriptions;
8. shall appoint by decision, in accordance with the decisions of the Administrative Board, staff in management positions ;
9. organises the monitoring of the performance of tasks and monitors the implementation of approved measures;
10. approves disciplinary sanctions for culpable breaches of work obligations and rules of conduct by employees;
11. resolves staff complaints against disciplinary sanctions;
12. analyses and makes proposals to the Administrative Board on the improvement of

organisational structure, rationalisation of the information system and introduction of modern working methods, development and improvement of internal regulations and procedures, establishment of precise tasks and responsibilities for all areas of activity;

13. ensures the improvement of labour standards and develops labour regulations and standards specific to the field of activity;
14. sign the collective labour agreement;
15. approve the annual scheduling of rest leave, taking into account the interests the performance of its activities and shall take measures to ensure that staff take the rest leave to which they are entitled each calendar year;
16. recall staff from leave, by written order, for work duties unforeseen and urgent; approve the taking of rest leave for the Executive Director and department directors;
17. ensures that measures are taken to protect work and prevent and extinguish fires, equipping workplaces with the necessary equipment and materials;
18. has the obligation, within its competence, to give clear and precise provisions, to ensure the necessary conditions for their execution and systematically control how they are carried out;
19. is obliged to present the economic and financial situation of the Company to the shareholders annually, the state of completion of investments and other required documents, accompanied by auditors' reports;
20. negotiate, conclude, amend and terminate contracts for the purchase of goods, services and works intended for the fulfilment of the object of activity of the Company, without the prior approval of Board of Directors or the General Meeting of Shareholders, whose value estimated is less than 100,000 EURO;
21. negotiate, conclude, amend and terminate contracts for the purchase of goods, services and works intended for the fulfilment of the Company's object of activity, the estimated value of which is greater than 100,000 EURO, with the prior approval of the Board of Directors, respectively of the General Meeting of Shareholders for those whose estimated value is greater than half of the book value of the Company's assets;
22. approve, by decision, the Internal Regulations of the Company, in accordance with the provisions of the Labor Code ;
23. sign all documents containing data and information relating to the Company, declarations, communications, certificates, applications, applications, notifications, waivers of rights and the like made on behalf of the Company;
24. is obliged by law to designate one or more persons within the own staff with responsibility for implementing and enforcing the provisions legal provisions in force on combating money laundering and terrorist financing;
25. delegate its authority to management positions in the immediate hierarchy for routine decisions;
26. organizes, coordinates and controls the implementation and maintenance of the quality management system;
27. is responsible for arranging professional indemnity insurance for the company, according to the law ;
28. exercise other duties delegated by the Board of Directors, as mentioned in the decisions of the Board of Directors, as well as the powers deriving from the supplementary legal provisions, including those specific to the field of activity, incumbent on the executive directors of brokerage companies.

In the exercise of his duties, the Director-General shall issue **decisions**.

The Managing Director may delegate to the Executive Director or to other directors of the Company, by decision, part of his powers or the right to sign on a temporary or permanent basis. In this case, the decision shall expressly state the limits of the representation.

14.13. Executive Director - powers and duties :

- Directly supervises and coordinates the insurance intermediation activity carried out at the level of Company;
- Provides executive management of the brokerage company, together with the Managing Director, being his legal successor , in compliance with the legal provisions specific to intermediaries in insurance ;
- Responsible for the Company's relationship with the Financial Supervisory Authority; is directly responsible for the preparation/communication to the ASF of the periodic financial and technical reports required by the specific legislation of insurance intermediaries; signs the financial and technical reports to the ASF (quarterly; half-yearly and annual), with the exception of the half-yearly and annual accounting reports;
- Is responsible for fulfilling all the conditions established by law for executive directors of brokerage firms, including qualifications, integrity, reputation and professional experience established by the applicable rules issued by the Financial Supervisory Authority;
- May engage the liability of the insurance intermediary in accordance with the legal provisions specific to the domain .

To this end :

1. directly coordinates the insurance distribution activity at company level; informs Director-General on the conduct of the distribution business ;
2. make proposals to the Director General regarding the setting of objectives for the development of the intermediation activity, in accordance with the general strategy drawn up by the Board of Directors;
3. sets personal objectives and those of the employees whose main service task is insurance distribution, in strict accordance with the objectives of the Company;
4. communicates to subordinate staff the objectives set and continuously monitors their achievement;
5. may make proposals to the Director General regarding the improvement of the Company's mission statement;
6. follows the legislative changes in the insurance field and analyses, together with the General Manager / Board of Directors and the Legal Department Manager, the opportunities/concerns of financial, technological and social legislative nature and their impact on the insurance intermediary activity, in order to adopt the necessary measures;
7. monitor the insurance intermediation market, identify development trends and make proposals in this regard;
8. identify new ways of developing the services offered by the Company in accordance with market trends;
9. can make proposals for identifying and attracting the resources needed to implement development ideas;
10. ensure the maintenance of a good image of the Company on the market;
11. is responsible for the proper implementation of the new services developed at the Company level and for the proper promotion of the services on the market;
12. represents the Company, only in direct relations with collaborators (secondary intermediaries, natural/legal persons);
13. directly negotiates the mandate contracts to be concluded between the Company and the secondary intermediaries and signs them only together with the General Manager and the Legal Department Manager;
14. participate, at the request of the Board of Directors, in its meetings;
15. participate, at the request of the Director General, in meetings with partner or potential partner insurance companies and in the negotiation of contracts with insurers;

16. plan their own activity, respecting the legal deadlines (if applicable);
17. ensure the operational reporting to the Director General on the development of the specific activity, the main problems encountered and the measures adopted;
18. is responsible for the relationship with the Financial Supervisory Authority and for the accuracy of the data communicated to this authority;
19. is directly responsible for the preparation/communication to the ASF of the periodic financial and technical reports required by the specific legislation of insurance intermediaries;
20. signs the financial and technical reports to the ASF (quarterly; half-yearly and annual), except for the half-yearly and annual accounting reports;
21. is responsible for drawing up/updating/publishing the registers required by the legislation specific to brokerage companies;
22. Organize/participate in regular meetings with the Society's collaborators (assistants);
23. follow the permanent development of the network of assistants and develop the relationship with them;
24. Establishes efficient working procedures in terms of relations with the Company's collaborators (assistants) and contributes to their improvement;
25. monitor the activity of collaborators (secondary intermediaries) and make reasoned proposals to the Director General on the maintenance / termination / development of these relationships;
26. may make proposals to the Director General regarding the motivation of subordinate staff as well as of the Society's collaborators (assistants);
27. planning, coordinating and monitoring the activity of subordinate staff, in order to ensure the fulfilment of the tasks related to the post;
28. ensuring the human resources necessary to carry out the activity of the directly subordinated services, by identifying the staff needs and participating in their selection;
29. may make proposals to the Board of Directors regarding the appointment of the heads of departments directly subordinated to it;
30. makes reasoned proposals on the maintenance/termination of employment relationships for staff employed on probation within the services directly subordinated to it;
31. draws up the job descriptions for the heads of services directly subordinated to him and approves the job descriptions drawn up by the heads of services for the staff subordinated to him;
32. develops working procedures within the coordinated services on the main activities;
33. assigning tasks and responsibilities to subordinate employees and ensuring the functionality of services;
34. establishes measures to improve the efficiency of the activity of subordinate staff; establishes methods and procedures for coordinating, monitoring and evaluating the activity of subordinate services; monitors progress and dysfunctions in the activity of directly coordinated services;
35. propose to the Director General the application of disciplinary sanctions to subordinate staff for culpable violation of work obligations and rules of conduct;
36. may request subordinate staff to draw up reports on their own activity;
37. participation in courses/seminars or other professional training programmes in order to increase the level of training;
38. to draw up, at the request of the Director General or the Board of Directors, reports on its own activity and that of the services it coordinates or other such documents;
39. is responsible, together with the Managing Director, for the efficient use of the company's resources;
40. ensure a climate of communication and encouragement of initiative that contributes to the achievement of set objectives;
41. negotiates and reconciles conflict situations arising in interpersonal relations at the level of services directly subordinated or in the relationship with nurses;
42. to approve the planning / implementation of rest leave for subordinate staff;
43. may make proposals regarding the adequate equipment of the services carrying out specific activities of the brokerage company, in order to efficiently carry out the activities in the area of responsibility;

44. may make investment proposals at the level of the Company, in terms of the logistics necessary for the optimal performance of the insurance intermediation activity;
45. Delegate authority to management positions on the next lower hierarchical levels for routine decisions;
46. is responsible for updating the data specific to the insurance intermediation activity on the Company's website;
47. is responsible for taking all necessary measures for the maintenance/development/modernization of the Company's IT working platforms (24Broker and 24Claims);
48. is responsible, together with the Managing Director, for the conclusion of the professional liability insurance for the company, according to the law;
49. compliance with the working hours, the provisions of the individual employment contract, the collective employment contract, the work instructions, the provisions of the internal order regulation, the hygiene rules and the general rules of labour protection and P.S.I.;
50. maintaining confidentiality with regard to all data and information concerning the Company and which are of a confidential nature and of which he/she has become aware in the performance of his/her duties;
51. exercise any other powers delegated by the Board of Directors or the General Manager, as well as the powers deriving from the legal provisions specific to the field of activity, incumbent on the executive managers of brokerage companies.

14.14. The Board of Directors shall apply to the Trade Register Office for the registration of the appointment of directors, as well as of any change in the person of directors or managers and for the publication of these data in the Official Gazette of Romania, Part IV.

14.15. An Audit Committee shall be established within the structure of the Board of Directors, with an advisory role, consisting of two members, who shall comply with the requirements and fulfil the duties stipulated by the applicable legal provisions.

At least one member of the Audit Committee must be an independent non-executive director. The Audit Committee shall consist of non-executive directors only.

At least one member of the Audit Committee must have experience in the application of accounting principles or financial auditing.

14.16. The duties, mission, objectives and purpose of the Audit Committee shall be detailed in the Company's Rules of Organisation and Operation.

The Audit Committee shall operate in accordance with an Internal Regulation approved by the Board of Directors.

14.17. Within the structure of the Board of Directors, other committees may be established, in an advisory capacity, consisting of at least two members of the Board, charged with conducting investigations and making recommendations to the Board in areas such as the remuneration of directors, officers and staff or the nomination of candidates for the various management positions. The Committees will report regularly to the Board on their work.

Art.15. Meetings of the Administrative Board

15.1. The Board of Directors shall meet **quarterly** at the call of the Chairman of the Board of Directors, which shall include the date and place of the meeting and the agenda.

In case of urgency, the Administrative Board may decide on items not on the agenda.

The agenda is set by the President, who ensures that Council members are adequately informed of the items on the agenda and chairs the meeting.

15.2. The Administrative Board shall also be convened at the reasoned request of at least two of its members or of the Director-General. In this case, the agenda shall be set by the authors of the request. The Chairman shall be obliged to comply with such a request.

15.3. The presence of at least three members is required for the **decisions of the** Administrative Board to be valid. Decisions shall be taken by a majority vote of the members of the Administrative Board.

15.4. The minutes of each meeting shall record the names of the participants, the order of debate, the number of votes cast and separate opinions, if any. The minutes shall be signed by the Chairman, at least one Director and the Secretary of the Board of Directors who drew them up.

15.5. A director who has, directly or indirectly, interests contrary to those of the company in a particular transaction must inform the other directors and abstain from deliberations on the transaction.

Art.16. Powers of the Board of Directors

16.1. The Board of Directors shall be responsible for the performance of all acts necessary and useful for the achievement of the Company's object of activity, with the exception of those which fall within the powers of the General Meeting of Shareholders.

16.2. The Board of Directors has the following **responsibilities:**

1. Establishing the main directions of activity and the general development strategy of the Company, which it submits to the AGM for approval;
2. Establishing accounting policies and the financial control system and approving financial planning;
3. Preparation and presentation of the annual report, organisation of the General Meeting of Shareholders and implementation of its resolutions;
4. Appointment and dismissal of directors, determination of their remuneration, approval of their duties and responsibilities;
5. Supervision of the work of directors;
6. Change in the object of the Company's business, except for the scope and core business;
7. Establishment or closure of secondary offices or workplaces without legal personality;
8. Submission of the Company's financial statements to the Ordinary General Meeting for approval;
9. Approval of the Company's Organisation Chart;
10. Approval of the Rules of Organisation and Functioning of the Company ;
11. The conclusion of legal acts by which the assets of the Company are bought, sold, leased, exchanged or pledged, as well as other operations, up to an amount equal to half of the book value of the Company's assets at the date of the conclusion of the respective operation.
12. Establishment of special committees and commissions of the Society, with the appointment of members and their alternates;
13. Approval of the Rules of Procedure of the Board of Directors and of the Committees established;
14. Approval of the conclusion of legal acts whose estimated value exceeds the limit established for the Director General, within the limits set by this Constitution;
15. Approval of the staff payroll policy and internal procedures of the Company;
16. Establishing the duties and responsibilities of staff by compartment within the structure organisational structure of the Society;
17. Establishing and proposing to the General Meeting of Shareholders the income and expenditure budget as well as the work programme for the next financial year and the investment budget within the Company;
18. Negotiation of the Collective Labour Contract, at Company level ;
19. Implementation of the resolutions of the General Meeting of Shareholders;
20. Preparation and presentation of the annual report, organisation of the General Meeting of Shareholders and Implementation of its decisions;
21. Ensuring that all registers required by the Companies Act and by Accounting Act , republished, as amended;
22. Authorizing or terminating commercial contracts concluded on behalf of the Company, approving the conclusion of legal acts committing the assets of the Company, in compliance with the legal provisions on requesting the approval of the General Meeting of Shareholders, where such approval is required;
23. Establishing policies, strategies and plans for marketing, research and development, quality assurance, environmental protection;

24. Adoption of other resolutions on issues, proposals or tasks given within its competence by the General Meeting of Shareholders, the Companies Act, the regulations of the Financial Supervisory Authority, the Rules of Organization and Functioning of the Company or by other internal procedures and rules;
25. Filing of the petition for the opening of the insolvency proceedings of the Company, according to the Insolvency Law. In the case of the admission to trading of the Company's shares, this attribute is incumbent on the special administrator.
26. To conclude legal acts in the name and on behalf of the Company, whereby to acquire assets for the Company or to alienate, lease, exchange or pledge assets in the Company's assets, to contract bank loans or other forms of financing (including leasing), the value of which exceeds half of the book value of the Company's assets at the date of conclusion of the legal act, only with the approval of the General Meeting of Shareholders.
27. Any other duties provided for by law, the Articles of Association or by resolutions of the General Meeting of Shareholders.
- 16.3.** The Chairman of the Board of Directors shall coordinate the work of the Board and report thereon to the General Meeting of Shareholders. He ensures the proper functioning of the Company's bodies.
- 16.4** The provisions of this Constitution relating to the management and administration of the Company shall be supplemented, as appropriate, by the legal and regulatory requirements of the Companies Act and other regulations relevant to the Company's principal area of business. In addition, following the admission to trading of the Company's shares, the provisions of the Law on Issuers of Financial Instruments and Market Operations and the regulations issued in implementation thereof shall be applicable.

CHAPTER ON FINANCIAL AFFAIRS FINANCIAL AUDIT AND INTERNAL AUDIT

Art. 17. Accounting records and financial statements

- 17.1.** The Company shall keep the accounts in accordance with the Accounting Act and applicable accounting regulations and shall prepare the financial statements annually in accordance with applicable law.
- 17.2.** The annual financial statements of the Company shall be audited by a financial auditor, natural or legal person, member of the Chamber of Financial Auditors of Romania, under the conditions provided by law.
- 17.3.** The annual financial statements of the Company, as approved by the Board of Directors, shall be submitted to the Ordinary General Meeting of Shareholders for approval and shall be published, in accordance with the applicable legal provisions, including those relating to the capital market, after the Company's shares have been admitted to trading.

Art. 18. Financial audit

- 18.1.** The annual financial statements of the Company shall be audited by a financial auditor, legal entity - member of the Chamber of Financial Auditors of Romania, which meets the common criteria established by the cooperation protocol concluded between the Financial Supervisory Authority and the Chamber of Financial Auditors of Romania.
- The financial auditor of the Company is appointed and dismissed by the Ordinary General Meeting of Shareholders which will also determine the duration of the financial audit contract.

- 18.2.** The financial (statutory) auditor of the Company shall be **Soc. RAO AUDIT OFFICE SRL , an auditing company authorized by CAFR by authorization no. 1237 , with registered office in Tg. Mures , str. Dr. Emil Dandea, nr.1 , jud. Mures, registration number at ORC J26/1031/2014, Unique Tax Registration Code RO 33761083.**

18.3. The financial auditor shall prepare an audit report on the annual financial statements, in which he/she shall express an opinion as to whether the annual financial statements give a true and fair view of the financial position, financial performance and other information in relation to the business, in accordance with the professional standards of the Chamber of Financial Auditors of Romania. The financial auditor's report, together with his opinion, will be presented to the General Meeting of Shareholders and will be published together with the annual financial statements of the Company.

18.4. The Ordinary General Meeting of Shareholders may approve the annual financial statements only if they are accompanied by the report of the financial auditor.

18.5. The Board of Directors shall register any change of financial auditors with the commercial register, in compliance with the legal provisions.

Art. 19. Internal audit

19.1. The company shall organize the internal audit, in accordance with the law and the rules developed by the Chamber of Financial Auditors of Romania.

19.2. The internal auditor of the Company shall be appointed and dismissed by the Ordinary General Meeting of Shareholders which shall also determine the duration of the audit contract.

CHAPTER VIII DURATION OF THE COMPANY

Art. 20. Duration of the Company

The company is established for an unlimited duration.

CHAPTER IX COMPANY ACTIVITY

Art.21. Financial year

The financial year shall begin on 1 January and end on 31 December of each year.

Art.22. Profits and losses of the Company. Dividends

22.1. The profit of the Company shall be determined on the basis of the annual financial statements approved by the Ordinary General Meeting of Shareholders. Taxable profit and corporate income tax shall be determined in accordance with tax legislation in

force. The company shall set up a reserve fund representing at least 5% of the taxable profit made in a tax year until this reserve fund reaches at least one fifth of the share capital.

22.2. Dividends due to the Company's shareholders shall be proposed by the Board of Directors and approved by the Ordinary General Meeting of Shareholders and shall be distributed to shareholders in accordance with the provisions of the Companies Act and, after admission to trading, in accordance with the provisions of the Act on issuers of financial instruments and market operations.

22.3. After admission to trading, the date on which the shareholders who are to receive dividends or other rights and on whom the effects of the resolutions of the General Meeting of Shareholders are to be passed shall be determined by the General Meeting of Shareholders. This date shall be at least 10 working days after the date of the General Meeting of Shareholders.

22.4. When the dividends are fixed, the General Meeting of Shareholders shall also fix the date on which they shall be paid to shareholders. This date shall not be set later than 6 months from the date of the General Meeting of Shareholders fixing the dividends.

22.5. If the General Meeting of Shareholders does not fix the date of payment of dividends, they shall be paid within 30 days from the date of publication of the decision of the General Meeting of Shareholders fixing the dividends in the Official Gazette of Romania, Part IV, after which date the Company shall be automatically

in arrears. Dividends are other amounts due to the holders of securities and are paid through the Central Depository or participants (intermediaries).

Art.23. Reduction and increase of share capital

23.1. Reduction of share capital may be made by:

- a) reduction in the number of shares;
- b) reduction of the nominal value of the shares;
- c) acquisition of own shares, followed by their cancellation.

23.2. Share capital may also be reduced, when the reduction is not motivated by losses, by:

- a) the return to shareholders of a share of the contributions, proportional to the reduction in capital and calculated equally for each share;
- b) other procedures provided for by law.

23.3. The reduction of the share capital may be made only after two months from the day on which the decision was published in the Official Gazette of Romania, Part IV. The resolution must comply with the minimum share capital requirement established by the regulations applicable to brokerage companies issued by the Financial Supervisory Authority, state the reasons for making the reduction and the procedure to be used to make it.

23.4. If the Board of Directors finds that, as a result of losses, as determined by the annual financial statements approved by law, the net assets of the Company, determined as the difference between its total assets and its total liabilities, have decreased to less than half of the amount of the subscribed share capital, it shall immediately convene an Extraordinary General Meeting to decide whether the Company should be dissolved. If the Extraordinary General Meeting does not decide to dissolve the Company, then the Company shall be obliged, at the latest by the end of the financial year following that in which the losses were incurred, to reduce the share capital by an amount at least equal to the amount of the losses which could not be covered from reserves, if during this period the net assets of the Company have not been replenished to an amount at least equal to half of the share capital.

23.5. The share capital may be increased by:

- a) the issue of new shares;
- b) increase the nominal value of existing shares in exchange for new cash contributions .

23.6. The increase of share capital by public offer of securities is subject to the capital market legislation. New shares shall also be paid up by incorporation of reserves, except for legal reserves, as well as of profits or share premiums, or by offsetting certain liquid and payable claims on the Company against shares of the Company, in accordance with the law.

23.7 Favourable differences from the revaluation of the company's assets shall be included in reserves, without increasing the share capital.

23.8. The resolution of the Extraordinary General Meeting of Shareholders to increase the share capital shall be published in the Official Gazette, Part IV. The shares issued for the capital increase shall be offered for subscription first to existing shareholders in proportion to the number of shares they hold, who may exercise their pre-emptive rights only within the period decided by the Extraordinary General Meeting of Shareholders.

23.9. In the case of share capital increases by cash contribution, the lifting of the shareholders' pre-emptive right to subscribe for new shares must be decided at the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and with the vote of shareholders holding at least 3/4 of the voting rights. Following the lifting of the shareholders' pre-emptive right to subscribe for the new shares, they will be offered for subscription to the public in compliance with the provisions on public offers of securities and the regulations issued in application thereof.

After the admission to trading of the Company's shares, resolutions of the Extraordinary General Meeting of Shareholders, contrary to the law or the Articles of Incorporation, which have the effect of modifying the share capital, may be challenged in court, within 15 days from the date of publication in the Official Gazette, Part

IV, by any of the shareholders who did not take part in the general meeting or who voted against it and requested that this be inserted in the minutes of the meeting.

23.10. In the case of a waiver of pre-emptive rights, in accordance with the provisions of the preceding paragraph, the number of shares shall be determined as the ratio between the value of the contribution and the higher of the market price of a share, the value per share calculated on the basis of the net book value or the nominal value of the share.

CHAPTER X CHANGE OF LEGAL FORM, MERGER, DIVISION OF THE COMPANY. WITHDRAWAL OF SHAREHOLDERS

Art. 24. Change of legal form

The Company may change its legal form by resolution of the Extraordinary General Meeting of Shareholders, subject to the conditions laid down by law for the establishment of the new Company.

Art. 25. Merger or division of the Company

The merger or division of the Company shall be carried out in compliance with the general and special procedural provisions laid down in the Companies Act or other regulations applicable to the Company's sector of activity, including the Act on issuers of financial instruments and market operations, after the Company's shares have been admitted to trading.

Art. 26. Withdrawal of shareholders from the Company

The exercise of the right of withdrawal of shareholders from the Company shall be carried out under the conditions and in compliance with the procedures established by the Companies Act or other regulations applicable to the Company's sector of activity, including the Act on Issuers of Financial Instruments and Market Operations, after the Company's shares have been admitted to trading.

CHAPTER XI DISSOLUTION AND LIQUIDATION OF THE COMPANY

Art. 27. Dissolution and liquidation of the Company

The dissolution and liquidation of the Company shall be carried out for the reasons and according to the procedure provided for by the Law on Companies and after admission to trading on one of the markets administered by the Bucharest Stock Exchange S.A., in compliance with the provisions of the Law on issuers of financial instruments and market operations.

CHAPTER XII FINAL PROVISION

This Constitution may be amended by the Extraordinary General Meeting of Shareholders, subject to the provisions of the Companies Act.

The additional deed containing the references to the amended texts of the Memorandum of Association shall be filed with the Trade Registry Office and shall be sent, ex officio, to the Official Gazette of Romania for publication, at the Company's expense.

The provisions of this Memorandum of Association shall be supplemented, as appropriate, by the legal and regulatory provisions of the Companies Act, including other regulations pertaining to the Company's principal field of activity. In addition, following the admission to trading of the Company's shares, the provisions of the

Law on Issuers of Financial Instruments and Market Operations and the regulations issued in implementation thereof shall apply.

This updated Constitution has been drawn up today _____, in 6 (six) original copies.

**CHAIRMAN OF THE BOARD OF DIRECTORS ,
NICULAE DAN**



Annex 1 to the MEMORANDUM OF ASSOCIATION of TRANSILVANIA BROKER DE ASIGURARE S.A.

The emblem of the Company is :

