



SECRET VOTING PROCEDURE

FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

OF TRANSILVANIA BROKER DE ASIGURARE S.A.

March 17/18, 2026

1. Methods of exercising voting rights at the Ordinary General Meeting of Shareholders of Transilvania Broker de Asigurare S.A.

For the deliberations of the Ordinary General Meeting to be valid, the first convocation requires the presence of shareholders representing at least 50% of the total number of voting rights (5,000,000), and **the decisions of the Ordinary General Meeting are taken by a majority of the votes cast by the shareholders present and represented (simple majority).**

The quorum of the general meeting is calculated based on the voting shares. Voting shares held or represented by persons participating in the meeting shall be taken into account in determining the quorum, even if the respective votes were not exercised at the meeting.

Article 130 of Company Law No. 31/1990, republished, with subsequent amendments and additions, provides that:

(1) The decisions of the general meetings shall be taken by **OPEN VOTE**.

(2) **SECRET VOTING IS MANDATORY** for:

- ✓ **the appointment or dismissal of members of the board of directors** and members of the supervisory board, respectively,
- ✓ **for the appointment, revocation, or dismissal of censors or financial auditors (statutory)**
- ✓ to make decisions regarding the liability of members of the company's administrative, management, and control bodies.

The Company's shareholders registered in the Shareholders' Register on ***the Reference Date (March 5, 2026)*** may participate and vote at the GSM on March 17/18, 2026 - directly (in person/through their legal representative) - through representatives, based on a power of attorney.

2. Direct (personal) voting and voting by proxy with power of attorney

These voting methods shall be exercised by the shareholder/representative after their identity has been established at the meeting, in accordance with the legal provisions and the procedure communicated together with the AGM Notice.

Direct voting, as well as voting by proxy during the meeting, shall be exercised **ly by using the VOTING BALLOTS** provided by the Company, **in cases where the vote is not cast openly.**



3. *Voting procedure in the hall*

Upon entering the meeting room, upon registration, shareholders shall receive voting ballots for casting a secret vote on the items on the agenda of the Notice of Meeting concerning:

- ✓ electing the members of the Board of Directors, including the Chairman of the Board of Directors
- ✓ appointment of the financial auditor (statutory)

For items 1, 2, and 4 on the agenda of the General Meeting convened for March 17/18, 2026, which require a secret ballot, the shareholders present or represented at the GSM meeting shall only use the voting method provided by the Company for casting their votes, which ensures the secrecy of the vote, and shall not vote openly by a show of hands under any circumstances.

4. *Voting by correspondence*

In the case of votes cast prior to the GSM, by correspondence, the votes cast by shareholders in this form shall be disclosed only to the GSM secretariat, when the other votes cast in secret by the shareholders present or by the representatives of the shareholders participating in the meeting are known.

In this regard, the Company ensures through internal procedures that votes cast by shareholders on agenda items requiring a secret ballot remain confidential.

In the case of voting by proxy, disclosure of the vote to the proxy before the general meeting does not constitute a breach of the requirement for the vote to be secret.

If a shareholder who has cast a vote by correspondence participates in person or through a representative at the general meeting, **the vote by correspondence cast for that general meeting is canceled. In this case, only the vote cast in person or through a representative at the GSM is taken into account.**

If the person representing the shareholder by attending the general meeting in person is different from the person who cast the vote by mail, then, for the vote to be valid, that person shall submit to the meeting a written revocation of the vote by mail, signed by the shareholder or the representative who cast the vote by mail. This is not necessary if the shareholder or their legal representative is present at the general meeting.

5. *Items on the agenda of the GSM, subject to secret ballot*

Items (1) – (2) on the agenda:

1. *Extending the terms of some of the current members of the Board of Directors of and also appointing some new members to the Board for four (4) years, in line with the legal and statutory provisions (Art. 14, paragraph 14.1 of the Company's Articles of Association), considering that on 27.04.2026 the term of office entrusted to the current Board expires.*

2. *Appointment of the Chairman of the Board of Directors, in accordance with the legal and statutory provisions (Art. 14 para. 14.2 of the Company's Articles of Association), for the duration of his/ her term of office on the Board.*



Candidates for the position of administrator may be nominated and by shareholders, in accordance with the provisions of the *Companies Act (Law 31/1990)*, republished, with subsequent amendments and additions, and in compliance with the procedures and deadlines mentioned in the AGM Notice.

The list containing information on the names, place of residence, and professional qualifications of the persons proposed for the position of administrator is made available to shareholders on the issuer's website, in the section dedicated to the GSM, at least 30 days prior to the general meeting, and may be consulted and completed by them.

For the Ordinary General Meeting convened for March 17, 2026 (first convocation), the deadline for proposals made by shareholders regarding candidates for the positions of administrator is March 10, 2026.

The analysis of the proposals and the assessment of the suitability of the proposed candidates shall be carried out by the current Board of Directors, which also acts as the Nomination Committee, in accordance with the *Nomination Policy* adopted for this purpose.

Subsequently, the complete list of candidates for the position of director shall be published on the Company's website, available to shareholders, in the section dedicated to the GSM.

The registration of candidates on the ballot papers (in the hall or by correspondence) shall be done in random order or in the chronological order of submission of the candidacy files.

For each item on the agenda, the Chair of the meeting will announce the opening of the voting session for that item, at which point the shareholders will proceed, as appropriate, to **cast their open vote or fill in the corresponding secret ballot paper** by:

- **Ticking/marking a single option: "For", "Against" or "Abstain".**
- **You may vote "For" a maximum of 5 candidates, corresponding to of the number of Council members, when the ballot paper contains a larger number of nominated candidates.**

Item 4 on the agenda:

Extension of the mandate of the statutory auditor Soc. RAO AUDIT OFICCE S.R.L. (audit company authorized by CAFR, with headquarters in Tg. Mures, str. Dr. Emil Dandea, no. 1, jud. Mures, registered with the ORC under no. J26/1031/2014, CUI RO 33761083), for 1 (one) year, in compliance with legal and statutory provisions, following the expiry of its on 27.04.2026.

The statutory auditor is proposed to the General Meeting by the current Board of Directors.

Shareholders shall complete the voting form for this item on the agenda of the GSM by , checking/marking a single option: "For", "**Against**" or "**Abstain**". Simultaneous expression of multiple voting options shall result in the cancellation of the vote.

For the valid expression of shareholders' votes regarding the financial auditor, the general rules detailed in point 6 shall apply.



6. General rules for using the ballot:

(!!!) *The "Abstain" position adopted by a shareholder on the items on the agenda of the General Meeting **does not constitute a vote cast (as mentioned in the GSM Notice).***

Shareholders shall complete the relevant voting form by checking/marking a single option: "For", "**Against**" or "**Abstain**". Simultaneous expression of multiple voting options shall result in the cancellation of the vote.

- **valid vote cast** – marking a single voting option ("For", "Against");
- **unexpressed vote** – marking the "Abstain" position or not marking any voting option, **the vote not being taken into account;**
- **invalid vote** – simultaneous expression of multiple voting options ("For", "Against", "Abstain")

Ballots shall be completed by the time the chairperson announces the closing of the voting session for that item.

The meeting secretariat will collect the ballots, validate them, and proceed to count the votes.

Furthermore, ballots relating to an item on the agenda **MAY NOT BE TAKEN INTO CONSIDERATION** in the following situations:

- (i) they contain contradictory or confusing options;*
- (ii) they are illegible;*
- (iii) they are conditional.*

The AGM Secretariat will tally the valid votes cast by shareholders present or represented and the votes cast by correspondence, according to the options registered for each candidate.

7. Announcement of the results of the vote for the appointment of directors

The first 5 candidates who obtain the most "For" votes will be declared elected.

Following their election by the General Meeting, the appointed administrators will be subject to authorisation by the Financial Supervisory Authority (ASF), in accordance with the legal provisions applicable to primary insurance distributors. In accordance with legal provisions (ASF Norm 22/2021, Art. 22(11)), **the duties associated with the position of administrator may only be exercised after obtaining the approval decision issued by the Financial Supervisory Authority.**

Soc. TRANSILVANIA BROKER DE ASIGURARE S.A.
Chairman of the Board of Directors
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