



Reg. number: 209/23.04.2024

TO,
BUCHAREST STOCK EXCHANGE S.A.
FINANCIAL SURVEILLANCE AUTHORITY

CURRENT REPORT
According to Annex 12 of ASF Regulation No. 5/2018
on Issuers of Financial Instruments and Market Operations

Report date	April 23 , 2024
Issuer's name	TRANSILVANIA BROKER DE ASIGURARE S.A.
Social headquarters	Bistrita, Calea Moldovei 13 , Bistrița-Nasaud county
Phone/Fax Number	0263-235900/ 0263-235910
Unique registration code at the trade registry office	19044296
The serial number in the trade register	J 06/674/2006
Signed and paid in capital	500,000 lei
Regulated market	The market is ruled openly, Main Segment, Standard Category

I. Important events to be reported

- a) *Alterations in the control of the issuer – N/A;*
- b) *Substantial purchases or sales of assets - N/A;*
- c) *Insolvency proceedings or judicial reorganization or bankruptcy- N/A;*
- d) *Transactions of the kind mentioned in art. 82 of Act 24/2007- N/A;*
- e) **Other events:**

The company TRANSILVANIA BROKER DE ASIGURARE S.A. as the issuer of financial instruments, brings to the attention of those interested that, on April 23, 2024, starting at 10.00 a.m. and 11.00 a.m. respectively, at the registered office, the meetings of the Ordinary and Extraordinary General Meeting of Shareholders they took place, legally and by statute constituted at the first convocation and makes available to them **OGSM Decision no. 21 of April 23, 2024**, respectively **EGSM Decision no. 22 of April 23, 2024**, adopted on this occasion.

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



DECISION NO.21
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from **April 23, 2024**

The Ordinary General Meeting of Shareholders ("OGSM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrita, 13 Calea Moldovei Street, Bistrița Năsăud county, a Romanian legal entity whose business is insurance intermediation, authorised by the Financial Supervisory Authority under CSA Decision No 114.420/2006 and registered in the Register of Insurance Brokers under No RBK-374/17.11.2006, identified by CUI 19044296, registered with the Trade Registry Office, Bistrița under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on companies, republished, as amended and supplemented, the updated Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended, and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended.

adopted today, in a meeting held on **April 23, 2024**, at 10.00 a.m., in Bistrita, Bistrita-Năsăud county, with a quorum of **58,8028 %** out of a total of 5,000,000 voting rights corresponding to the 5,000,000 shares issued by the Company representing a total number of **2.940.141** valid votes cast, the following:

DECIDE
on the items on the agenda, as follows:

1. Approve the *Report of the Board of Directors* for the year 2023.
Voting structure : 100 % for , 0,0 % against , 0,0 % abstain
2. Takes note of the *Report of the statutory auditor* RAO AUDIT OFICCE S.R.L., on the Individual Financial Statements for the financial year 2023.
3. Approve the *Individual Financial Statements for the financial year 2023*, namely: balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies as well as the explanatory notes contained in the financial statements for the year 2023, based on the Report of the Board of Directors and the Report of the Company's financial auditor.
Voting structure : 100 % for , 0,0 % against , 0,0 % abstain
4. Approve the discharge of the Board of Directors of the Company for the financial year 2023.
Voting structure : 100 % for , 0,0 % against , 0,0 % abstain
5. Approves the **proposal for the distribution of the 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

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain



6. Approves the *Revenue and Expenditure Budget for the financial year 2024*, with the following indicators:

Indicators 2024	READ
Total income	121,300,000.00
Total expenditure	115,260,000.00
Gross result	6,040,000.00
Profit tax	966,400.00
Net result	5,073,600.00

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

7. Approve 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 the Law 24/2017 on Issuers republished, with subsequent amendments.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

8. Approve the date of **May 28, 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 Law 24/2017 on Issuers, republished as amended, and set the date of **May 27, 2024** as the "*ex-date*".

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

9. Approve **June 17, 2024** as the "*payment date*" under Art. 87 para. (2)-(3) of Law 24/2017, republished, as amended and Art. 178 of Regulation No. 5/ 2018 on issuers of financial instruments and market operations, as amended.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

10. Authorizes the Chairman of the Board of Directors Mr Nicolae Dan , to sign on behalf of all shareholders present at the Meeting, this AGM Resolution.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

11. Authorizes the Chairman of the Board of Directors, Mr. Nicolae Dan and the Director of the Legal Department, Mrs. Denes Adriana, to take all the necessary steps regarding the submission of the OGSM resolution to the Trade Registry Office of the Bistrita-Nasaud Court, with a view to its publication in the Official Gazette of Romania, Part IV.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

This resolution has been drawn up and signed today **April 23, 2024**, in 5 (five) original copies.

**Chairman of the Board of Directors
NICULAE DAN**



DECISION NO.22
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
from **April 23, 2024**

The Extraordinary General Meeting of Shareholders ("EGSM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in Bistrita, 13 Calea Moldovei Street, Bistrița Năsăud county, a Romanian legal person whose object of activity is insurance intermediation, authorised by the Financial Supervisory Authority on the basis of CSA Decision no. 114.420/2006 and registered in the Register of Insurance Brokers under no. RBK-374/17.11.2006, identified by CUI 19044296, registered with the Trade Registry Office, Bistrița under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on companies, republished, as amended and supplemented, the updated Articles of Association, Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended.

adopted today, in a meeting held on **April 23, 2024**, at 11.00 a.m., in Bistrita, Bistrita-Năsăud county, with a quorum of **58,8028** % of the total of 5,000,000 voting rights corresponding to the 5,000,000 shares issued by the Company, representing a total number of **2.940.141** valid votes cast, the following:

DECIDE :
on the items on the agenda, as follows:

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.
Voting structure : 100 % for , 0,0 % against , 0,0 % abstain
2. Approval of the **amendment of the Articles of Incorporation of the Company, by :**
 - ✓ *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 the significant shareholders of the company, the first members of the Board of Directors and the 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. 8¹ lit.a);*
 - ✓ **extension of the secondary object of activity of the Company, in accordance with the provisions of Article 11(3) letter a) paragraph ii)-iii) of ASF Rule no. 22/2021 on insurance distribution, with the following activities: distribution of investment products on the capital market, according to the applicable national legislation ; distribution of products created by credit institutions, non-banking financial institutions, payment institutions and electronic money institutions, according to the applicable national legislation (CAEN code 6499 - Other financial intermediation n.e.c.; 6612 - Financial intermediation; 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 renumbered and 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. **Individual shareholders 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. (*distribution of products created by credit institutions, non-banking financial institutions, payment institutions and electronic money institutions, according to the applicable national legislation*)

6612 - Financial intermediation activities (*distribution of investment products on the capital market, according to the applicable national legislation ; distribution of products created by credit institutions, non-banking financial institutions, payment institutions and electronic money institutions, according to the applicable national legislation*)

6619 - Activities auxiliary to financial intermediation, except insurance and pension funding activities (*distribution of investment products on the capital market, according to the applicable national legislation ; distribution of products created by credit institutions, non-banking financial institutions, payment institutions and electronic money institutions, according to the applicable national legislation*)

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 ... no., issued by SPCLEP Pitesti, on 09.05.2016, valid until 04.03.2076.

The rest of the provisions of the Company's Articles of Association remain unchanged.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

- 3.The **updated Articles of Incorporation of the Company (no.7)** are adopted, in accordance with the amendments approved in item 1 of this Resolution.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

4. Approves the date of **May 28, 2024** as the "**record date**" which serves to identify the shareholders on whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders will be passed in accordance with the provisions of Article 87 paragraph (1) of the Law on Issuers no.24/2027 , republished, as amended, and sets the date of **May 27, 2024** as the "**ex-date**".

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

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

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

6. Instructs 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 with regard to obtaining any necessary prior approvals/agreements required by law from the Financial Supervisory Authority regarding the amendments to the Articles of Association adopted by the EGM, 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 Register Office as well as before any other public authority or institution, and to carry out any necessary acts in order to register and ensure the enforceability of the resolutions adopted by the EGSM.

Voting structure : 100 % for , 0,0 % against , 0,0 % abstain

This resolution has been drawn up and signed today, **April 23, 2024**, in 5 (five) original copies.

Chairman of the Board of Directors

NICULAE DAN