**DRAFT**

**DECISION NO. 5**

**of the**

**GENERAL ORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**

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

on  **July 25th, 2018**

The General Ordinary Meeting of Shareholders of the company TRANSILVANIA BROKER DE ASIGURARE S.A. (“the company”) having its head office in Bistrița, 5 Zorilor street, district Bistrița Năsăud, Romanian juristic person, the executive board of the trading company **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian juristic person, whose only object is the mediation of insurances, registered with the Trade Register of the Court of Bistrita-Năsăud under J06/674/200 , fiscal code 19044296, authorized according to the CSA Decision 114.420/2006 and entered in the Register of Insurance Brokers under RBK-374/16.11.2006, was duly convened in compliance with Act 31/1990 (trade companies) as amended from time to time the Memorandum, Act 24/2017 (issuer of financial instruments and market operations), the Rule 6/2009 of the National Committee of Movables (execution of certain rights of shareholders within the general meeting of trading companies) and Rule 1/2006 of the National Committee of Movables (issue and operation of movables) as amended from time to time,

takes today in the meeting held at 10.00 o’clock on July 25th, 2018 at the headquarters of the Society of Bistrita, Zorilor Street, No. 5, Bistrita-Nasaud County, with a quorum of \_\_\_\_\_\_\_\_\_% from a total of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ votes being part of 2,500,000 shares issued by the company and that represent a total number of valid votes the following:

**DECISION**

**referring to the items on the agenda, as follows:**

1. ***Approves the election of the members of the Board of Directors of the Company and establishing the Board of Directors' mandate for 4 (four) years from the date of adopted this present decision, (according to the provisions of Art. 14, item 14.1 of the Constitutive Act), as follows nominated :***
   1. Member of the Board Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

* 1. Member of the Board Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

* 1. Member of the Board Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Approves the appointment as the Chairman of the Board of Directors (Art. 14, item 14.2 of the Constitutive Act) for Mr. Niculae Dan***

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Approves the establish general limits on gross remuneration to members of the Board of Directors and to grant other rights during the term of office, in the following structure:***

* A variabile remuneration(gross), established by negotiation of the parties, through the Management Contracts (mandate), ranged between 2,000 (LEI) and 18,000 (LEI). The frequency with which these remunerations will be granted to the Board of Directors members may be monthly or on the Board of Directors meeting, depending on the provisions of the Management Contracts. These remunerations will be granted to Board of Directors members, starting with the date / dates set in the Management Contracts
* A monthly (additional) variable (gross) remuneration, established by negotiation of the parties, through the Management Contract (mandate) granted to the independent Board of Directors member for the Audit Committee attributions, between 2,000 (LEI) and 6,000 (LEI).
* Granting other benefits to Board of Directors members on a negotiated basis, as set out in the Management Contracts, as follows: service car, fuel, service telephone, laptop, the right to travel expenses in order to perform the mandate, medical insurance ( group), professional liability insurance.

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Approves the mandate of Mr. Niculae Dan to negotiate and sign any Administrative Management Contracts, in the name and on behalf of the Company.***

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Approves***  ***the date of August 10 th, 2018 as the “registration date”, that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Assembly of the Shareholders will be reflected***.

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Approves*** ***the date of August 9 th, 2018 as „ ex-date”, according to art. 2 lit. f of Rule 6/2009 issued by the National Committee of Movables as amended.***

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Authorizes the CEO, Mr. Niculae Dan, to sign on behalf of all shareholders that are present at the General Meeting the Decision of the Ordinary Meeting of Shareholders.***

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

1. ***Authorizes the Manager of the Law Department of the company, Mrs. Denes Adriana, to complete all formalities for the registration of the Decisions of the Ordinary Meeting of Shareholders with the Trade Register of the Court House Bistrita-Nasaud so that it can be published in the Official Journal of Romania, Part IV.***

**Vote structure: \_\_\_\_. \_\_\_\_% for, \_\_\_.\_\_\_\_% against, \_\_\_\_.\_\_\_\_% abstain**

This decisionwas issued and signed this July 25th, 2018in 5(five) original copies out of which 2 (two) copies for the company and 3 (three) copies to be submitted to the Trade Register of the Court of Bistrita-Nasaud.

**CEO**

**NICULAE DAN**