



**DRAFT**

**DECISION NO. 10**  
**of the**  
**GENERAL ORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
on **April 28<sup>th</sup>, 2020**

The General Ordinary Meeting of Shareholders of the company TRANSILVANIA BROKER DE ASIGURARE S.A. ("the company") having its head office in Bistrița, 13 Calea Moldovei street, Bistrița Năsăud county , 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-374/17.11.2006, convened in compliance with the provisions of Law 31/1990 on the company, republished, with subsequent amendments and completions, the Articles of Incorporation, Law no. 24/2017 regarding the issuance of financial instruments and market operations and of the ASF Regulation no. 5/2018 regarding the issuance of financial instruments and market operations,

takes today in the meeting held at 10.00 o'clock on April 28<sup>th</sup>, 2020 in Bistrita, district Bistrita-Năsăud with a quorum of \_\_\_\_\_ % from a total of 2.500.000 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 Report of the Board of Directors for the year 2019.  
**Vote structure:** \_\_\_\_\_ % for, \_\_\_\_\_ % against, \_\_\_\_\_ % abstain
2. Notes the RAO AUDIT OFFICE SRL, the financial auditor's report regarding the individual financial statement for the financial year 2019.
3. Approves the individual financial statement for the financial year 2019, respectively : balance sheet, profit and loss account, the statement of changes equity, the cash flow situation, accounting policies, and also, the explanatory notes included in the financial statements of 2019, based on the report of the Board of Directors and the report of the financial auditor of the company.  
**Vote structure:** \_\_\_\_\_ % for, \_\_\_\_\_ % against, \_\_\_\_\_ % abstain
4. Approves discharge of the board of directors of the company for the financial year 2019.  
**Vote structure:** \_\_\_\_\_ % for, \_\_\_\_\_ % against, \_\_\_\_\_ % abstain
5. Approves the allocation proposal of net profit for the financial year 2018. It is proposed that the net profit will be distributed as follows:
  - ✓ net profit to be distributed : 4,639,774 lei
  - ✓ legal reserves : 0 lei
  - ✓ other reserves : 0 lei
  - ✓ covering losses from previous years : 0 lei
  - ✓ granting of dividends : 3,800,000 lei, the gross value of the dividend/ share is proposed to be 1.52 lei
  - ✓ non-distributed profit: 839,774 lei.



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

6. Approves the Revenue and Expenditure Budget for the financial year 2020, with the following indicators

Indicators 2020	LEI
Total revenues	71.415.000,00
Total expenses	65.654.000,00
Gross result	5.761.000,00
Profit tax	784.127,00
Net result	4.976.873,00

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

7. Approves May 19, 2020 as "**registration date**" which serves to identify the shareholders to whom the decisions of the Ordinary General Meeting of Shareholders apply, according to the provisions of art. 86 (1) of the Issuer's Law and May 18, 2020 as "**ex-date**".

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

8. Approves the date of June 3, 2020, as „**date of payment**”, according to art. 86 points 2 and 3 of Act 24/2017 and art. 178 of Regulation no. 5/2018 on issuers of financial instruments and market operations.

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

9. Authorizes the CEO, Mr. Nicolae 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

10. Authorizes the CEO, Mr. Nicolae Dan and the Manager of the Law Department of the company, Mrs. Denes Adriana, to comply with all legal formalities for obtaining prior approval from the ASF regarding the appointment of the statutory auditor and for the registration of the OGSM Decision at ORC by the Bistrita-Nasaud Tribunal and its publication in the Official Journal of Romania, Part IV.

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

This decision was issued and signed this April 28<sup>th</sup>, 2020 in 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**