



DRAFT

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

The Extraordinary General Meeting of Shareholders ("EGSM") of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), having its registered office in **Bistrița**, str. Calea Moldovei, nr. 13, jud. **Bistrița Năsăud**, a Romanian legal entity whose object of activity is insurance distribution, authorized 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 ORC **Bistrița** under number J06-674/2006, convened in compliance with the provisions of Law 31/1990 on Companies, republished, with subsequent amendments and additions, the updated Articles of Incorporation, Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments

adopted today, at the meeting held on **October 23, 2024**, at 10.00 a.m., in Bistrita, jud. Bistrita-Năsăud, in the presence of a number of ____shareholders, with a quorum of ____% 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 _____ valid votes cast, the following:

DECIDE :

on the items on the agenda as follows:

1. The participation of Transilvania Broker de Asigurare S.A., with 100%, in the incorporation in Romania, as sole shareholder, of a limited liability company, in accordance with the provisions of the Romanian legislation in force, under the following conditions:
 - Legal form of organization: limited liability company (LLC)
 - Registered office : Romania, mun. Bucuresti
 - Secondary seats on establishment : not applicable
 - Sole associate : Transilvania Broker de Asigurare S.A.
 - Participation in profits and losses : 100 % Transilvania Broker de Asigurare S.A.
 - Main activity : CAEN class 6619 - Activities *auxiliary to financial intermediation, except insurance and pension funding activities*
 - Share capital, subscribed (cash contribution, lei): 1,000,000 lei (onemillionlei), divided into equal shares
 - Nominal value of the share : 10,00 lei (tenlei)
 - Duration of the company : indefinite
 - Administration and representation of the Company: sole administrator, natural person, Romanian or foreign citizen, appointed subsequently, at the time of the establishment of the Company, according to the resolutions adopted by this General Assembly
 - Control of the Company's activity: to be exercised by the sole shareholder

Voting structure : 0% for , 0% against , 0% abstention



2. With reference to the resolution adopted at point 1, is approved , the authorization of the Board of Board of Directors of Soc. Transilvania Broker de Asigurare S.A., with full powers, to adopt any necessary decision and to sign, in the name and on behalf of the sole shareholder, the Memorandum of Association and all documents necessary for the incorporation of the Company and also to undertake, with the possibility of sub-delegation, all formalities necessary for its registration with the Trade Register Office, in which sense it may: open the bank account for the deposit of the subscribed share capital , establish all the clauses of the Articles of Incorporation of the Company being incorporated, including but not limited to establishing the name of the Company, its registered office , the director and the duration of his term of office and powers, the secondary objects of activity and any other elements that must be included in the Articles of Incorporation of the Company, in accordance with the law.

Voting structure : 0% for , 0% against , 0% abstention

3. With reference to the resolutions adopted at points 1 and 2, is approved , the authorization of the Board of Directors of Transilvania Broker de Asigurare S.A. to adopt decisions and carry out any necessary acts or deeds regarding the increase of the share capital of the newly established company and/or the granting of loans to the latter and to establish the conditions for granting them, in order to support the development of its activity, within the limits of the annual budget of income and expenses approved by the AGM.

Voting structure : 0% for , 0% against , 0% abstention

4. The date of **November 14, 2024** is approved 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 in accordance with the provisions of Article 87 paragraph (1) of the Law on Issuers, republished, as amended, will be transferred and the date of **November 13, 2024** is set as the "**ex-date**".

Voting structure : 0% for , 0% against , 0% abstention

5. The Chairman of the Board of Directors, Mr. Nicolae Dan, is mandated to sign in the name and on behalf of all the shareholders present at the Meeting, the EGSM Resolution adopted on this occasion.

Voting structure : 0% for , 0% against , 0% abstention

6. The General Manager , Mr. Baltasiu Sorin-Stefan and the Director of the Legal Department, Mrs. Denes Adriana, are mandated to fulfill all legal formalities regarding the publication of the EGSM's resolution, by submitting it to the Trade Register Office of the Bistrita-Nasaud Tribunal, for publication in the Official Gazette Part IV.

Voting structure : 0% for , 0% against , 0% abstention

This decision has been drawn up and signed today, October 23, 2024, in 5 (five) original copies.

President of the Board of Directors
NICULAE DAN