



NOTICE TO ATTEND

The Ordinary General Meeting of Shareholders

APRIL 23/24, 2019

Pursuant to the provisions of Law 31/1990 on companies, republished, with the subsequent modifications and completions, of Law no. 24/2017 on issuers of financial instruments and market operations of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Incorporation.

The Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian legal entity having as sole object of activity insurance brokerage, headquartered in Bistrita, Str. Zorilor nr. 5, Bistrita-Nasaud County, 420011, registered at Trade Registry at the Bistrita-Nasaud Court under no. J06 / 674/2006, fiscal code 19044296, authorized on the basis of CSA Decision no. 114.420 / 2006 and registered in the Register of Insurance Brokers under no. RBK-374 / 16.11.2006, that was held on March 20, 2019 summons:

The Ordinary General Meeting of Shareholders, for April 23, 2019, in Bistrita, Calea Moldovei, nr. 13, parter, jud. Bistrita-Nasaud, starting at 10.00, at which shareholders registered in the Shareholders' Registry (issued by DEPOZITARUL CENTRAL S.A.) have the right to participate and vote at the reference date set for the end of April 12, 2019, with the following agenda:

1. Presentation and submission for approval of the Report of the Board of Directors on the individual financial statements for the financial year 2018.
2. Presentation of the Financial Auditor's Report RAO AUDIT OFFICE S.R.L., on the individual financial statements for the financial year 2018.
3. Presentation and submission for approval of the individual financial statements for the financial year 2018, based on the Report of the Board of Directors and the Report of the Financial Auditor of the Company.
4. Discharge of the Board of Directors of the company for the financial year 2018.
5. Allocation of net profit for the financial year 2018. It is proposed that the net profit to be distributed as follows:

Net profit to be allocated: 3.958.526 lei

Legal reserves: 0 lei

Other reserves: 0 lei

Coverage of losses: 0 lei

Granting of dividends: 3.200.000 lei, the proposed gross dividend/share being in value of 1,28 lei

Non-distributed profit: 758.526 lei

6. Presentation and submission for approval of the Income and Expenditure Budget for the financial year 2019.



7. Appointment of the Company's financial auditor as a result of the expiration of the service contract concluded with RAO AUDIT OFFICE S.R.L. and endorsement of the audit contract's duration.
8. Authorizing the Chairman of the Board of Directors - General Manager, in the person of Mr. Niculae Dan, who in the name and on behalf of the shareholders shall negotiate and sign the financial audit contract.
9. Approval of **June 4, 2019** as the "*registration date*" that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Meeting of the Shareholders pursuant to the provisions of art. 86 (1) of the Issuers Act and of **June 3, 2019** as "*ex-date*".
10. The approval of **June 20, 2019** as the "*payment date*", according to art. 86 points 2 and 3 of Law 24/2017 and art. 178 of Regulation no. 5/2018 on issuers of financial instruments and market operations.
11. Authorizing the Chairman of the Board of Directors - General Manager, in the person of Mr. Niculae Dan, to sign in the name and on behalf of all the shareholders present at the Meeting, the OGM Resolution.
12. Authorizing the General Manager Mr. Niculae Dan and the Manager of the Legal Department, Mrs. Denes Adriana, to complete all the legal formalities for obtaining the prior approval from ASF on the appointment of the statutory auditor as well as for the registration of the OGM Resolution at Trade Registry attached to Bistrita-Nasaud Court and its publication in the Official Gazette of Romania, Part IV.

At the date of the convocation, the share capital of the Company is 500,000 lei divided into 2.500.000 nominative shares, dematerialized, in nominal value of 0,20 lei, **each share giving the right to a vote during the General Meeting sessions.**

Starting with March 22, 2019 and up to the date set for the OGMS, the necessary documents can be obtained by the shareholders from the Company's registered office every working day between 10.00-16.00 or they can be downloaded from the website www.transilvaniabroker.ro, <Investor Relations>, Section <AGA>, in Romanian/English version, **documents** underlying the work of OGMS such as: *Notice to attend; Total number of shares issued and voting rights at convocation date; Draft Resolution proposed for GMS approval; General/Special power of attorney forms usable for voting by correspondence; Voting by mail forms; Documents to be submitted to the General Meeting of Shareholders.*

The shareholders may participate personally or be represented in the General Meeting of Shareholders' sessions either by their legal representatives or by other representatives who have been awarded a special power of attorney or a general power of attorney, in accordance with Art. 92 paragraph (10) of the Law no.24 / 2017 on issuers of financial instruments and market operations.

*A shareholder has the obligation to give, within the **special power of attorney** form, specific voting instructions to the person representing him/her, for each item on the agenda of the General Meeting of Shareholders.*

In the case of personal vote, the shareholders as individuals and as legal entities are entitled to participate in the GMS session by simply demonstrating their identity with an identity document (identity card, identity card, passport, residence permit) if acting as individuals and with the identity card of the legal representative (identity card, passport, residence permit) if acting as legal entities. The status of legal representative is evidenced by a certificate issued by the Trade Register or any equivalent document issued by a competent authority in the state where the legal entity is duly registered, attesting the status of the legal representative, presented in original or a copy according to the original. Documents certifying the status of shareholder's legal representative as an legal entity, shall be issued no later than 30 days before the date of the GMS convocation. Documents presented in a language other than English will be accompanied by a translation made by a Romanian/English authorized translator.

In the case of voting by representation with the power of attorney, it is possible to represent the shareholders at the GMS sessions through a representative/trustee who may be another shareholder or a third person. The vote by representation with the special power of attorney will be expressed by completing and signing the special power of attorney provided by the company, in 3 copies, from which: a copy will be sent in writing, in original to the registered office, the second copy will be handed over to the representative so that the representative could prove his/her quality as a representative at the request of the Technical Office of the meeting, the third copy is held by the shareholder.

The special/general power of attorney will be transmitted in actual format, in original, in the case of a special power of attorney, and a copy according to the original, under the signature of the representative, in the case of the general power of attorney, so that the receipt could be registered at the headquarters (Bistrita, Zorilor str. 5, jud. Bistrita-Nasaud), until April 21, 2019, 10:00, or by e-mail at investor@transilvaniabroker.ro with extended electronic signature, incorporated according to Law no.455 / 2001, until the same date and time.

Regardless of the method of transmitting the power of attorney for representation in the GMS, it should bear the specification on the envelope or the subject of the electronic message, clearly and in block capitals "PROCEEDING FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED APRIL 23/24 2019".

A shareholder may designate only one representative for attending the GMS. A shareholder may designate one or more additional representatives by special power of attorney to provide representation in the general meeting if the appointed representative is unable to attend. If by special power of attorney, several additional representatives are appointed, the order in which they exercise their mandate shall also be established.

Also, a shareholder may award a valid general power of attorney for a period not exceeding three years, which authorizes his/her representative to vote on all aspects during the GMS session, including deposition acts, provided that the power of attorney is granted by the shareholder as a client to an intermediary defined in the law of capital or to a lawyer.

For purposes of identification, the special /general power of attorney will be accompanied by the following documents: copy of the shareholder's identity card (identity card, passport, residence permit) and copy of the representative's identity document acting as individuals; copy of the identity card of the representative/ trustee, in case of individuals (identity card, passport, residence permit), copy of the identity card of the representative/trustee as lawyer with power attorney in original or in the case of the representative/trustee acting as legal entities a copy of the identity card of the legal representative of the trustee, as legal entity, accompanied by the Confirmation of company details issued by the Trade Registry or any equivalent document issued by a competent authority in the state in which the legal representative/trustee is duly registered, presented in original or a copy according to original. Documents presented in a language other than English will be accompanied by a translation made by a Romanian/English authorized translator.

The shareholders may not be represented in the GMS on the basis of a general power of attorney by a person who is in a situation of conflict of interest, according to art. 92 pt. 15 of Law no.24 / 2017 on issuers of financial instruments and market operations.

The special power of representation in the General Meeting of Shareholders, given by a shareholder, to a credit institution providing custody services, shall be valid without the submission of any additional documents relating to that shareholder, if the special power of attorney is drawn up in accordance with the FSA Regulation no.5 / 2018, it is signed by the respective shareholder and accompanied by an affidavit given by the legal representative of the credit institution which received the power of representation by special power of attorney, showing that: (i) the credit institution provides custody services to that shareholder ; (ii) the instructions under the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder; (iii) the special power of attorney is signed by the shareholder. The special power of attorney and the affidavit must be submitted to the registered office in original, signed and, if necessary, stamped, without any other formalities regarding the form of these documents.

The special or general power of attorney will be void if the shareholder himself attends the GMS meeting or authorizes another trustee through a valid power of attorney, sent in due time and dated after the first power of attorney.

The shareholders can vote on the items entered on the agenda also by correspondence. The voting form, duly completed and signed, shall be sent in closed envelope at the headquarters of the company in Bistrita, str. Zorilor, nr.5, jud.Bistrita-Nasaud, 420011, where it must be registered by acknowledgment of receipt at the latest on April 21, 2019 at 10:00, and on the envelope it must be written in clear and capital letters "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED ON APRIL 23/24.2019". The ballot papers may also be sent by e-mail with the extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature at investor@transilvaniabroker.ro, mentioning on the subject: "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS ON APRIL 23/24.2019", under penalty of losing the right to vote.

Voting by correspondence may be expressed by a representative, only if the representative received from the shareholder who represents a special/general power of attorney that is submitted to the issuer in accordance with art. 92 paragraph (14) of the Law no.24 / 2017 on issuers of financial instruments and market operations.

One or more shareholders representing, individually or together, at least 5% of the share capital, have the right to place items on the agenda of the General Shareholders' Meetings, by April 6, 2019 at the latest, provided that each item is accompanied by a justification or draft resolution proposed for acceptance and proposing draft resolutions for the items included or proposed to be included on the agenda.

The proposal regarding the draft resolution can be submitted, in a closed envelope, at the headquarters of the company in Bistrita-Nasaud, str. Zorilor, nr. 5, until April 6, 2019, 12:00, or sent by e-mail with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature, by the same date and time, at investor@transilvaniabroker.ro with the written mention " PROPOSAL ON NEW ITEMS ON THE AGENDA FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED ON APRIL 23/24.2019".

Each proposed new item must be accompanied by a justification or draft resolution proposed for acceptance at the GMS. These proposals must be accompanied by a copy of an identity document in the case of individual shareholders; copy of the identity document of the representative/trustee, Confirmation of company details issued by the Trade Registry or any equivalent document issued by a competent authority from the state in which the shareholder is legally registered, certifying the quality as the legal representative, presented in original or A copy according to the original, in the case of shareholders acting as legal entities. The documents certifying the status of legal representative of the shareholder acting as legal entity shall be issued no later than 30 days before the date of publication of the Notice to attend of the GMS.

If so, the OGMS's agenda, supplemented by the items proposed by the shareholders under the terms of law and of the hereby notice of attend, shall be published by the latest of April 10, 2019.



Each shareholder has the right to submit questions, by April 22, 2019 at the latest, regarding the items on the agenda, according to art. 198 of the FSA Regulation no.5 / 2018. The company will respond to the questions submitted by the shareholders at that meeting.

The questions can be submitted in the envelope at the headquarters of the company in Bistrita, nr. Zorilor nr.5, jud. Bistrita-Nasaud, 420011, respectively sent by any form of post or courier with acknowledgment of receipt or by e-mail with electronic signature extended in accordance with Law 455/2001 on electronic signature, at investor@transilvaniabroker.ro mentioning on the subject/on the envelope "FOR THE GENERAL MEETING OF THE SHAREHOLDERS DATED ON APRIL 23/24.2019". In order to identify the persons submitting questions, they shall attach copies of the documents proving their identity to the application.

If the Ordinary General Meeting is not statutory at the first convocation, the next Ordinary General Meeting of the Shareholders shall be summoned for April 24, 2019, at the same time and place, with the same agenda and the same reference date.

This Notice to attend shall be filled in with the applicable legal provisions.

For more information, please contact us at 0730 709997, e-mail: investor@transilvaniabroker.ro, the contact person Adriana Denes – Manager of the Legal Department.

Chairman of the Board of Directors

Niculae Dan