

DECISION NO. 9
of the
GENERAL ORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY
TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita
on April 23th, 2019

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 April 23th, 2019 in Bistrita, district Bistrita-Năsăud with a quorum of 78,25 % 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 1.956.127 valid votes the following:

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

1. Approves the Report of the Board of Directors regarding the individual financial statement for the financial year 2018.
Vote structure: 100 % for, 0.0 % against, 0.0 % abstain
2. Notes the RAO AUDIT OFFICE SRL, the financial auditor's report regarding the individual financial statement for the financial year 2018.
3. Approves the individual financial statement for the financial year 2018, 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 2018, based on the report of the Board of Directors and the report of the financial auditor of the company.
Vote structure: 100 % for, 0.0 % against, 0.0 % abstain



4. Approves discharge of the board of directors of the company for the financial year 2018.

Vote structure: 100 % for, 0.0 % against, 0.0 % 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 : 3,958,526 lei
- ✓ legal reserves : 0 lei
- ✓ other reserves : 0 lei
- ✓ covering losses from previous years : 0 lei
- ✓ granting of dividends : 3,200,000 lei, the gross value of the dividend/ share is proposed to be 1,28 lei
- ✓ non-distributed profit: 758,526 lei.

Vote structure: 100 % for, 0.0 % against, 0.0 % abstain

6. Approves the Revenue and Expenditure Budget for the financial year 2019, with the following indicators :

Indicators 2019	LEI
Total revenues	69000000
Total expenses	63692841
Gross result	5307159
Profit tax	695316
Net result	4611843

Vote structure: 100 % for, 0.0 % against, 0.0 % abstain

7. Approves the appointment of RAO AUDIT OFFICIALS S.R.L. as the company's financial auditor, with the validity of the audit contract from the date of adoption of the present decision until 25.07.2022 (during the term of the current CA).

Vote structure: 100 % for, 0.0 % against, 0.0 % abstain

8. Mandate the Chairman of the Board of Directors / General Manager, in the person of Mr. Niculae Dan, to negotiate and sign the financial audit contract in the name and on behalf of the shareholders.

Vote structure: 100 % for, 0.0 % against, 0.0 % abstain

9. Approves June 4th, 2019 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 3th June 2019 as "*ex-date*".

Vote structure: 100 % for, 0.0 % against, 0.0 % abstain



10. Approves the date of June 20th, 2019, 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: 100 % for, 0.0 % against, 0.0 % abstain

11. 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: 100 % for, 0.0 % against, 0.0 % abstain

12. Authorizes the CEO, Mr. Niculae 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: 100 % for, 0.0 % against, 0.0 % abstain

This decision was issued and signed this April 23th, 2019 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**