



Proposed for approval by the Administrative Board at its meeting of March 25, 2025

**President of the Board of Directors
Niculae Dan**

**REMUNERATION POLICY
OF THE ADMINISTRATIVE AND EXECUTIVE MANAGEMENT OF
TRANSILVANIA BROKER DE ASIGURARE S.A.**



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PREAMBLE

The Board of Directors of TRANSILVANIA BROKER DE ASIGURARE S.A., having its registered office in Bistrița, Calea Moldovei nr. 13, jud. Bistrița-Năsăud, registered with the O.R.C. under the number J06/674/2006, having the unique registration code RO19044296 ("the Company")

develops and proposes for approval to the General Meeting of the Shareholders this revised *Remuneration Policy* ("**Policy**"), as required by law.

The policy contributes to the issuer's business strategy as well as to its long-term sustainability and interests and is designed to establish principles and practices to ensure that the level and structure of executive remuneration converges with the company's mission, strategic objectives, sustainability and optimal performance.

The remuneration policy aims to comply with applicable laws and regulations regarding the exercise of certain shareholder rights and the long-term involvement of shareholders in the company, as well as to implement transparency requirements regarding directors' remuneration.

Also, this procedure complies, to a good extent, with the provisions and recommendations of the Corporate Governance Code of the Bucharest Stock Exchange, as revised and drafted in accordance with the following legal and statutory regulations and provisions:

- Law No 158/2020 on establishing measures implementing Regulation (EU) 2402/2017 establishing a general framework for securitization and creating a specific framework for simple, transparent and standardized securitization , with subsequent amendments and additions
- Regulation (EU) No 2402/2017 establishing a general framework for securitization and creating a specific framework for simple, transparent and standardized securitization, as amended
- Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and additions
- ASF Regulation no.5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions
- Law no.297/2004 on the capital market, with subsequent amendments and additions
- Law no.31/1990 on Companies, republished, with subsequent amendments and additions
- Decisions of the General Shareholders' Meetings of TRANSILVANIA BROKER DE ASIGURARE S.A. regarding the approval, revision of the Remuneration Policy for the company's managers and other elements of the same.
- The updated Articles of Incorporation of the Company
- Labor legislation



The policy and criteria for the remuneration of managers shall also take into account compliance with the obligations assumed by the management contracts / contracts of mandate / individual employment contracts, as the case may be, as well as the bivalent nature of the exercise of the position of manager, who may combine the managerial component with the management component, approved by resolution of the Board of Directors. Where the managerial function complements the administrative function, they together form the *overall management plan* which also includes performance indicators and criteria.

Remuneration of both Board members and executive management should motivate them to act in the long-term best interests of the Society, in accordance with their duties. Thus, the implementation of a Balanced and clear Remuneration Policy , which is essential for determining the form, structure and level of remuneration of the Board members, the Managing Director and other members of the executive management, is pursued.

DEFINITIONS

Society	TRANSILVANIA BROKER DE ASIGURARE S.A.
Policy	Remuneration policy of the managers of TRANSILVANIA BROKER DE ASIGURARE S.A.
Leader	Any member of the Administrative Board as well as the Managing Director and the Chief Executive Officer of the company
Director/ Non-Executive Director	Member of the Board of Directors who does not simultaneously hold an executive management position in the company
Executive Administrator	Member of the Administrative Board who simultaneously holds an executive management position in the company
Executive Management	General Manager and Executive Director of TRANSILVANIA BROKER DE ASIGURARE S.A.
Contract	Contract of agency or other type of agreement concluded by law between the company and the manager for services rendered by the manager to the company
Remuneration	Payment or other benefits to a manager for services rendered for the benefit of the company
Fixed remuneration	The part of total remuneration not directly linked to performance society
Variable pay	the part of total remuneration that depends on the achievement of performance criteria (individual or company
Compensatory payment	means payments linked to the early termination of a contract at the initiative of the company in cases other than those relating to the manager's culpable failure to perform his obligations



KPI	key performance indicator
Remuneration report	a document reflecting the implementation of the Remuneration Policy for the year ended and showing the remuneration received by the company's managers
AGA	General Meeting of the Shareholders of TRANSILVANIA BROKER DE ASIGURARE S.A.

OBJECTIVES OF IMPLEMENTING THE REMUNERATION POLICY

This policy sets out a transparent framework for the remuneration of TRANSILVANIA BROKER DE ASIGURARE S.A.'s managers according to clear principles, designed to ensure the alignment of the interests of the persons with decision-making powers in the company with the interests of shareholders and other stakeholders, to support the control and monitoring of potential conflicts of interest

The policy aims at retaining, motivating and valuing managers, increasing managers' confidence/responsibility and commitment to achieve the objectives according to the company's business plan, measured by individual and company performance.

The remuneration policy contributes to the company's business strategy and objectives as well as to its long-term interests and sustainability.

Through the application of the Remuneration Policy, TRANSILVANIA BROKER DE ASIGURARE S.A. aims to attract, retain, motivate and retain best managers - directors and members of the executive management, as well as to optimize performance, to strengthen a culture based on the objective assessment of their contribution and on rewarding performance, ensuring consistency between remuneration and business strategy, risk policy, values and long-term objectives of the company.

Thus, this policy aims to establish for the company's managers, a remuneration commensurate with the volume and importance of their duties and responsibilities.

SCOPE

This policy sets out the rules applicable in terms of remuneration for the senior management of the company consisting of the members of the Board of Directors and the executive management represented by the General Manager and the Executive Director of TRANSILVANIA BROKER DE ASIGURARE S.A.

Remuneration of the company's managers is determined exclusively in accordance with the *Remuneration Policy* approved by the Ordinary General Meeting of Shareholders (AGM).



DECISION-MAKING

The implementation of the *Remuneration Policy* is based on the recommendations and proposals of the Board of Directors which also exercises the specific responsibilities of the *Remuneration Committee* . In this capacity, the Board of Directors:

- Establishes sound remuneration practices that are in line with the company's vision, business strategy and business, its long-term objectives and interests ;
- It ensures that all remuneration commitments are properly and responsibly structured and that remuneration policies enable and promote effective governance of the company;
- It establishes relevant criteria for measuring and monitoring the performance of executive management and assesses annually how the criteria are being applied;
- It reviews, at least annually, the general principles of the remuneration policy, ensuring that they are in line with the company's culture, objectives and long-term strategy.

The Board of Directors is responsible for the adoption and maintenance of the company's Remuneration Policy and oversees its implementation to ensure its full functionality

The remuneration policy endorsed or revised by the Board of Directors shall be submitted to the shareholders for approval as part of the package of documents for the General Meeting of Shareholders

The policy is submitted to the shareholders for a vote at the General Meeting of Shareholders on the occasion of each significant change and at least every 4 years and is implemented only after approval by the shareholders at the AGM.

The Board of Directors may consider reviewing the Remuneration Policy at an interval of less than four years, in case of significant changes in the remuneration practices or in the structure of the company, in its overall financial or operational performance, or in the sector in which TRANSILVANIA BROKER DE ASIGURARE S.A. operates.

At the time of the development/review of this Policy, the Board of Directors shall also exercise the specific responsibilities of a Remuneration Committee and will review the adequacy of the Policy at least annually.

Where variable remuneration is granted to its executive managers, the Board of Directors shall assess at least annually the achievement of KPIs and determine whether the criteria for the variable component are met. External assistance may be sought in this case or whenever necessary.

The individual performance of the company's managers shall be assessed on the basis of both qualitative and quantitative criteria, as proposed by the Board of Directors and voted by the shareholders in accordance with this policy.

In proposing and setting the level of remuneration of executive managers, the Board of Directors takes into account that it should be in line with the sectoral remuneration of managers in similar positions and takes into account the specific conditions of the sector in which the company operates, the



evolution of the sector in which the company operates and the average level of performance of companies in the same sector, being fully aware that the performance of the executive managers is to some extent affected by the performance of the respective sector of activity, which is in close correlation with the macroeconomic level and with the global, national and sectoral trends specific to the field of activity of TRANSILVANIA BROKER DE ASIGURARE S.A.

At each review of the Remuneration Policy, shareholder feedback on the *Annual Remuneration Report* presented to shareholders at the AGM will be taken into account, taken either from questions posed by shareholders prior to the AGM or from the actual discussions at the AGM as recorded in the minutes, including by including a report from the last vote on the Remuneration Policy at the AGM.

The remuneration of the members of the Board of Directors (non-executive) is based on the terms of the Management Contracts (mandate), by negotiation and within the limits (minimum-maximum) approved by the General Meeting of Shareholders.

Determining the level of remuneration of directors (executive managers), appointed from outside the Board of Directors, is the competence of the Board and it is realized on the basis of a mandate contract / individual employment contract, in compliance with the legal provisions in this regard, through negotiation between the parties and in compliance with the remuneration limits (minimum-maximum) approved in the Remuneration Grid for the respective positions.

The Board of Directors is responsible for approving *the grid of functions and remuneration* at company level.

The revision of the *grid of functions and remunerations* shall be approved whenever necessary or at least once every 4 years.

The level of remuneration of employees is established by individual employment contract, concluded for an indefinite or fixed term, according to the law, by direct negotiation between the parties. The General Manager has the power to negotiate the remuneration packages established by the individual employment contracts of the employees and their amendments, in compliance with the Remuneration Grid approved by the Board of Directors and the remuneration policy of the company.

In accordance with the principles of the Corporate Governance Code developed by the Bucharest Stock Exchange (BVB), as revised, the company is considering, the prospect of setting up a *Nomination and Remuneration Committee* within the Board of Directors which, to take over the roles and processes listed above, respectively, will review and propose improvements to the current Remuneration Policy, submit proposals to the Board of Directors on the remuneration of directors and senior management, ensuring that these proposals are in line with the policy adopted by the company. The role of the Committee would be to assist the Board in fulfilling its responsibilities in relation to the company's Remuneration Policy.

The Board may also separately establish a *Nomination Committee* and a *Remuneration Committee*, respectively, if the composition of the Board so permits and if justified given the size and complexity of the business and the governance structures of the Company.



At the date of the review/elaboration of this Policy, the duties and responsibilities of the Nomination and Remuneration Committee are carried out by the Board of Directors, in accordance with the legal provisions, corporate governance principles and the Board of Directors' Internal Regulations.

REMUNERATION PRINCIPLES

The remuneration principles of the managers of TRANSILVANIA BROKER DE ASIGURARE S.A. comply with the principles of corporate governance and are in line with a prudent organizational culture in risk-taking and contribute to a good management of the company, its long-term strategy and performance, taking into account the business strategy, culture and values of the organization, the long-term interests of the company and its shareholders.

The company's remuneration principles are based on fairness, competitiveness and rewarding performance

The level of remuneration should be sufficient to attract, retain and motivate competent, qualified and experienced individuals to the Board of Directors and executive management.

The remuneration policy takes into account both the specific standards of the market in which the company operates and the best practices in the field of remuneration and **is designed to:**

- ❖ create the right framework for attracting highly qualified/performing management staff and cultivating the skills needed for the company's purpose;
- ❖ contribute to increasing the retention of competent and qualified leaders;
- ❖ set remuneration commensurate with the volume and importance of the duties and responsibilities of the individuals involved, rather than management or company performance;
- ❖ not influence the motivation of Council members and not compromise their independence and objectivity;
- ❖ contribute to the successful implementation of the company's short, medium and long-term strategy;
- ❖ maintain the company's competitiveness in the labor market;
- ❖ provide the necessary and flexible tools to remunerate management, including for exceptional situations and achievements.



The **general principles** underlying the Remuneration Policy are as follows:

- ❖ Attracting, retaining and motivating the best managers and executives
- ❖ Rewarding achievement
- ❖ Ensuring the long-term sustainability of the company's profits and its business and generating long-term value
- ❖ Staying competitive in the pay market
- ❖ Promoting transparency on remuneration and the criteria for determining it
- ❖ Maintaining a fair balance between the fixed allowance and the variable component of remuneration when they complement each other

REMUNERATION COMPONENTS AND THEIR ASSESSMENT

This section includes all elements of remuneration to which directors are entitled.

The Company is managed, in a unitary system, by a Board of Directors consisting of 5 directors (a chairman and 4 members), Romanian and/or foreign individuals, appointed by the Ordinary General Meeting of Shareholders, which also determines their remuneration. The administrators' term of office is 4 (four) years from the date of their appointment and they are eligible for re-election.

The company's administrators carry out their activities on the basis of *Management Contracts* concluded during their term of office, the terms of which also determine their remuneration, subject to the limits set by the General Meeting of Shareholders.

At the date of the adoption of this revised Policy, an *Audit Committee* consisting of 2 members is functioning within the Board of Directors, the Chairman of the Committee being an independent member.

The Company is considering increasing the number of members of the Audit Committee, as a good practice recommended by the new Corporate Governance Code of the BVB, in order to ensure the independent majority of the Committee.

The executive management of the company is delegated by the Board of Directors to two directors, a **General Manager** and an **Executive Director**, appointed from among the directors or from outside the Board of Directors, in accordance with the provisions of the company's Memorandum of Association.

Directors appointed from outside the Board of Directors carry out their activity on the basis of the Contract of Mandate / Individual Employment Contract, as the case may be, in compliance with the legal provisions in this regard.

Remuneration of non-executive directors

The *non-executive directors of the company* are the members of the Board of Directors who do not also have the quality of director, within the meaning of art. 143 of the Companies Act no. 31/1990 republished, with subsequent amendments and additions.



The majority of Board members are non-executive directors.

In order to ensure the independence, objectivity, integrity and motivation of **the non-executive directors** (Board members), their remuneration is not linked to the performance of the activities they monitor and control, but to the achievement of the objectives related to the duties of their respective functions

On the other hand, **executive** remuneration requires a careful balance between fixed remuneration and performance-based variable remuneration, by setting targets that both reward exceptional performance and avoid excessive risk-taking that is not in line with the company's strategy.

Thus, the fixed remuneration of non-executive directors shall be granted in close correlation with their responsibilities and the time devoted to their duties.

The Fixed Remuneration shall comprise the gross fixed gross remuneration related to their Management Contract and shall be subject to the approval of the shareholders at the General Meeting of Shareholders

The level of fixed gross remuneration established by negotiation between the parties through the Management Contracts shall be between the level of the minimum salary for the year for which the AGM approves the remuneration (the minimum gross salary in the economy, at the date of adoption of the policy_ 4050 lei) and the maximum remuneration in the approved Remuneration Grid of the company (maximum remuneration in the Remuneration Grid, at the date of adoption of the policy _50.000 lei) and shall not exceed 3,5 times the average salary of the company's employees, other than those in senior management positions.

Remuneration of non-executive directors shall be granted monthly or per meeting of the Board of Directors, on the basis of negotiation, in accordance with the Management Contracts and as from the date of their conclusion.

In addition, the Chairman of the Audit Committee shall be granted a **fixed, gross, monthly fixed remuneration**, determined by negotiation of the parties, by the Management Contract, ranging between the minimum salary on the economy for the year for which the AGM approves the remuneration (the minimum gross salary on the economy, at the date of adoption of the policy - 4050 lei) and 20.000 lei.

Remuneration of executive directors

Fixed remuneration

The remuneration of the Executive Directors shall consist of a ***fixed gross remuneration***, awarded on a monthly basis and determined by negotiation between the parties in accordance with the Management Contract. It reflects the degree of training, relevant professional experience and organizational responsibility of the Executive Manager.

As in the case of non-executive directors, it shall be between the level of the minimum salary for the year for which the AGM approves the remuneration (the minimum gross salary in the economy, at the date of adoption of the policy_ 4050 lei) and the maximum remuneration in the approved



Remuneration Grid of the Company (the maximum remuneration in the Remuneration Grid, at the date of adoption of the policy _50,000 lei), and shall not exceed 3.5 times the average salary of the Company's employees other than those in senior management positions.

In negotiating the fixed remuneration awarded to executive directors, the level of remuneration for similar roles in the sector shall be taken into account and reflect

- training, skills and professional experience;
- proven managerial skills demonstrated in previous work;
- the requirements of the job and the degree of responsibility of the position, the duration and peculiarities of the work;
- the fulfillment of the duties and responsibilities of the function.

Variable pay

The establishment of the variable component of executive management remuneration is performance-based, through the setting of specific objectives and key indicators.

The criteria and conditions for granting variable remuneration shall be established for each eligible beneficiary / category of eligible beneficiaries, in accordance with the decisions of the statutory bodies in this respect.

The Key Performance Indicators (KPIs) taken into account in determining the variable part of remuneration (performance-based) must be established in advance, by Board resolutions and/or by the Contracts under which the persons concerned carry out their activity, be measurable and appropriate in relation to the agreed strategy and risk appetite, and the economic environment in which the company operates.

Other benefits granted to the members of the Board of Directors (executive/non-executive), on a negotiated basis, according to the provisions of the Management Contracts, may consist of: company car, fuel, telephone with subscription, laptop, the right to reimbursement of travel for the purpose of the mandate (in the country and abroad), based on supporting documents, medical insurance (group), life insurance, professional liability insurance, travel insurance abroad (travel), under the conditions established by the AGM.

The members of the Administrative Board shall also benefit from paid rest leave of 21 working days/year, without these days off having the legal nature of rights under the Labor Code. Rest leave not taken shall not be compensated in cash.

In the event of termination of the management contracts for the following reasons: expiration of the term of office, resignation from the mandate, agreement of the parties, at the request of the former manager, the company may provide him/her with a job within the company, according to his/her professional training/experience.



Executive remuneration

The executive management of the company is delegated, by the Board of Directors, to two directors, a **General Manager** and an **Executive Director**

The Board of Directors is responsible for appointing and dismissing directors, determining their remuneration, duties and responsibilities and supervising their activities.

Directors may be appointed from among the directors or from outside the Board of Directors.

The Directors appointed from among the Directors (executive members of the Board) shall be remunerated in accordance with the terms of the Management Contracts (mandate) and within the limits set by the General Meeting of Shareholders, in accordance with the provisions of this Policy on remuneration of executive Directors.

The directors appointed from outside the Board of Directors, carry out their activity and are adequately remunerated, on the basis of a mandate contract or an individual employment contract, in compliance with the legal provisions in this respect, the level of their gross fixed remuneration being determined by the decision of the Board of Directors, in accordance with the Remuneration Grid approved at the level of the company.

Remuneration levels for members of the executive management and the key performance indicators taken into account in determining the variable (performance-based) part of the remuneration should be established in advance and should be measurable and appropriate in relation to the agreed strategy and risk appetite, the economic environment in which the company operates, and the remuneration and conditions of the employees within the company.

Provided that a *Remuneration Committee / Nomination and Remuneration Committee* is established at Board level, the Board will determine the remuneration of the executive management, based on the recommendations of the Committee and in accordance with the Remuneration Policy of the Company.

Other benefits that may be granted to the persons of the executive management (directors) who do not occupy the position of member of the Board of Directors, on a negotiated basis, as established by their contracts, are as follows: company car, fuel, telephone with subscription, laptop, the right to reimbursement of travel expenses for the purpose of fulfilling the mandate (in the country and abroad), medical insurance (group), life insurance, professional liability insurance, travel abroad (travel) insurance under the conditions established by the decision of the Board of Directors.

The company's directors (executive and non-executive) are covered by professional liability insurance for the entire period of their mandate, the cost being borne by the company.

PROVISIONS ON DRIVERS' CONTRACTS

Duration of contracts with directors

TRANSILVANIA BROKER DE ASIGURARE S.A. has concluded Management Contracts (mandate) with the members of the Board of Directors. The term of office of the administrators is 4 (four) years from the date of their appointment, the administrators being re-eligible.

The directors' contracts of office shall not exceed the term of office of the Board of Directors that mandated them, in accordance with the law

The individual employment contracts of directors are concluded for an indefinite period.

Applicable notice periods

For directors with a contract of mandate, according to the Contract of Mandate and the decision of the Administrative Board in case of removal from office, minimum 90 days and maximum 120 days.

For directors with employment contract, the period of notice in case of dismissal is the one provided for in the labor legislation, namely 45 working days.

Conditions for terminating contracts with directors

Termination of agency/management contracts may be carried out under the following conditions without termination compensation payments:

- Non-performance or defective performance of contractual obligations
- Failure to meet agreed performance indicators
- Non-compliance with AGM / AC resolutions
- Failure to comply with legislation
- Incompatibility or conflict of interest
- Court injunction
- Training the liability of the executive director
- Voluntary renunciation of the entrusted mandate
- Agreement of will of the parties
- Insolvency or liquidation

The termination of directors' contracts is the competence of the Administrative Board which also orders their removal from office.

Payments related to the termination of contracts with directors

The Company is not committed to any payments related to the termination of contracts with executive directors.

Compensation packages on termination of directors' contracts

The Company is not committed to providing compensation packages upon termination of contracts with executive directors.

Early retirement and/or supplementary pension provisions

The Company has not adopted a policy of allocating funds for the supplementary pensions of its executives or contributions to voluntary pension funds set up by the Company for the benefit of its executives, nor any remuneration schemes relating to their early retirement.

THE POSSIBILITY TO RECOVER THE VARIABLE REMUNERATION AWARDED

This is not the case.

MEASURES TO AVOID CONFLICTS OF INTEREST

In order to avoid conflicts of interest, the leader in conflict of interest will abstain from voting on his/her own remuneration package and/or contract of office, if applicable.

It is forbidden to use the position held within the company in the interests of persons with whom there are family or other extra-professional relationships in remuneration practices.

DEROGATION FROM REMUNERATION POLICY

The Company will be able to temporarily deviate from the Remuneration Policy voted at the OGSM, only in certain exceptional circumstances/situations and only on a temporary basis, when they are necessary to serve the long-term interests and sustainability of the Company or to ensure its viability. The determination of the exceptional circumstances in which a deviation from the adopted Policy may be granted and the applicable time period will be determined at a later stage, following the recommendations of the Remuneration Committee.

The application of the derogations will be assessed by the Administrative Board, taking into account the particularities of each case of derogation.

PROVISIONS ON THE REVIEW OF THE REMUNERATION POLICY

Once the Remuneration Policy is approved at the AGM, a separate section of the Remuneration Policy will set out the changes to the policy approved by shareholders, the need for these changes and the alignment of the new changes with the previous shareholder vote on executive remuneration.



FINAL PROVISIONS

This Policy, *subject to shareholder approval at the OGSM*, shall apply until the Annual General Meeting to be held in the year 2029, unless the Board of Directors determines that there should be a review of the Policy as a result of significant changes occurring in the life of the Company.

The remuneration policy voted at the OGSM, together with the date and results of the vote, will be published without delay on the company's website and will remain available to the public, free of charge, at least for as long as it is applicable.

TRANSILVANIA BROKER DE ASIGURARE S.A. pays remuneration to its managers only in accordance with the Remuneration Policy approved by the Ordinary General Meeting of Shareholders.

Where there is not yet a Remuneration Policy proposed and approved by the OGSM or there is a new Policy proposed but not approved, the company may continue to pay remuneration to executives in accordance with existing practice, but is required to present a revised Policy for approval at the next OGSM (even if not the annual OGSM).

In the case of revisions to the Directors' Remuneration Policy, include a description and explanation of any significant changes to the Policy and an explanation of how the revised Policy has taken into account the votes and views of shareholders on their remuneration / how the votes of shareholders in the past have been taken into account in revising the Policy.

The Company will prepare an annual *Remuneration Report* in which it will set out how it has complied with the Remuneration Policy approved at the OGM and explain how the ex-post advisory vote of shareholders on the Remuneration Report for the previous financial year has been taken into account.

President of the Board of Directors
DAN NICULAE

Approved at the Ordinary General Meeting of the Shareholders of the company, in accordance with the OGSM Resolution no. 24/28.04.2025