



Registration no. 161 / 25.03.2025

To,

Bucharest Stock Exchange S.A.

Financial Supervisory Authority (FSA)

CURRENT REPORT

According to Annex 12 of ASF Regulation 5/2018
on issuers of financial instruments and market operations

Report date	March 25, 2025
Name of issuer	TRANSILVANIA BROKER DE ASIGURARE S.A.
Head office	Bistrita, 13 Calea Moldovei Street, Bistrita-Nasaud County, 420096
Phone/Fax Number	0263-235900/ 0263-235910
Unique CRO registration code	19044296
Order number in the commercial register	J06/674/2006
Subscribed and paid-up capital	500.000 lei
Regulated market	Regulated OTC Market, Main Segment, Standard Category

I. Important events to report

- a) *Changes in control of the issuer - not applicable;*
- b) *Substantial acquisitions or disposals of assets - not applicable;*
- c) *Insolvency proceedings, i.e. judicial reorganisation or bankruptcy - not the case;*
- d) *Transactions of the type listed in Article 82 of Law No 24/2007 - not applicable;*
- e) **Other events : CONVOCATION OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TRANSILVANIA BROKER DE ASIGURARE S.A. FROM APRIL 28/29, 2025.**

TRANSILVANIA BROKER DE ASIGURARE S.A.

Niculae Dan

Chairman of the Board of Directors



CALL

Ordinary and Extraordinary General Meeting of Shareholders

Company TRANSILVANIA BROKER DE ASIGURARE S.A.

from APRIL 28/29 , 2025

In accordance with the provisions of Law 31/1990 on Companies, republished, with subsequent amendments and additions, of Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and of the Articles of Incorporation updated of the Company,

Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian legal entity, whose object of activity is insurance intermediation, with registered office in Bistrita, Calea Moldovei nr. 13, Bistrita-Nasaud County, 420096, registered with the ORC of the Bistrita-Nasăud Court under no. J06/674/2006, CUI 19044296, authorized 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, meeting on **March 25, 2025, convenes:**

General Meeting of Shareholders - Ordinary and Extraordinary, for April 28, 2025, at the Company's headquarters in Bistrita, str. Calea Moldovei, nr. 13, jud. Bistrita-Năsăud, starting at 10.00 a.m., for the Ordinary General Meeting, respectively, at 11.00 a.m. for the Extraordinary General Meeting,

at which, the shareholders registered in the Register of Shareholders (issued by the CENTRAL DEPOSITARY S.A.) at the reference date set for the end of the day of April 17,2025 have the right to participate and vote.

I. The Ordinary General Meeting of Shareholders will have the following agenda:

1. Presentation and submission for approval of *the Report of the Board of Directors drawn up for the financial year ending December 31, 2024.*
2. Presentation of the *Statutory Auditor's Report* RAO AUDIT OFICCE S.R.L., on the *Individual Financial Statements for the financial year 2024.*
3. Presentation and submission for approval of *the Individual Financial Statements for the fiscal year 2024*, based on the Report of the Board of Directors and the Report of the Company's Financial Auditor.
4. Discharge of the Board of Directors of the Corporation for fiscal year 2024.
5. Allocation of net profit for the fiscal year 2024. It is proposed that the net profit be allocated as follows :

Net profit to be distributed: 8.668.071 lei



Legal reserves: 0 lei

Other reserves : 0 lei

Coverage of losses carried forward : 0 lei

Dividend: 3.000.000 lei, the proposed gross dividend per share being 0,6 lei

Retained profit: 5.668.071

6. Presentation and submission for approval of the *Revenue and Expenditure Budget for the financial year 2025*.
7. Presentation and submission for approval of the *Remuneration Report of the administrative and executive management of the company for the financial year 2024*, prepared in accordance with the provisions of Article 107 of Law 24/2017 on issuers, republished, as amended.
8. Approval of the *Remuneration policy for the administrative and executive management of the company, revised*, in accordance with the provisions of Article 106 of Law 24/2017 on issuers, republished, as amended.
9. Approval of **June 04, 2025** as *the "record date"* which serves to identify the shareholders to whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be transferred in accordance with the provisions of Article 87 paragraph (1) of the Law on Issuers, republished, as amended, and the establishment of **June 03, 2025** as the *"ex-date"*
10. Approval of **June 25, 2025** as *the "date of payment"*, according to art. 87alin. (2)-(3) of Law 24/2017, republished, as amended, and art. 178 of Regulation no. 5/ 2018 on issuers of financial instruments and market operations, as amended.
11. Authorization to the Chairman of the Board of Directors Mr. Niculae Dan , to sign in the name and on behalf of all shareholders present at the Meeting, the AGOA Resolution.
12. Mr. Baltasiu Sorin-Stefan and the Director of the Legal Department, Mrs. Denes Adriana Denes, to carry out all the necessary steps regarding the submission of the AGOA's resolution to the ORC before the Bistrita-Nasaud Tribunal, in order to make the legal reminders and its publication in the Official Gazette of Romania, Part IV .

II. The Extraordinary General Meeting of Shareholders will have the following agenda:

1. Approval of the amendment of the Company's Articles of Incorporation, as a result of the change in the shareholding structure

Thus, the updated Articles of Incorporation of the company is amended as follows:

- ❖ **Art. 1.** The shareholders of the company, according to the Consolidated synthetic structure of the holders of financial instruments on 11.05.2018, prepared by the Central Depository S.A., are:

1. **LOGIN GABRIEL** , Romanian citizen, born on ...[personal data] in place...[personal data], jud. Bistrita-Nasaud , residing in mun. , str. , nr....[personal data] jud. Bistrita-Nasaud , CNP



...[personal data], identified with CI series...nr..... ...[personal data], issued by SPCLEP Bistrita, on, valid until[personal data];

2. NICULAE DAN, Romanian citizen, born on ...[personal data], loc. ...[personal data], jud. Argeș, residing in loc.,str, nr., bl,sc.,et.,ap....[personal data] , jud. Arges , CNP ...[personal data], identified with CI series...nr..... ...[personal data], issued by SPCLEP Pitesti, on, valid until[personal data].;

3. Individual shareholders type list ;

4. Shareholders legal entities type list.

➤ *Amend to read as follows:*

Art. 1. The shareholders of the Company are the individuals and legal entities mentioned in the *Register of Shareholders* kept by the Central Depository S.A., in accordance with the applicable capital market legislation.

According to the Consolidated Summary Structure of the holders of financial instruments, provided by the Central Depository S.A., the Company's shareholders are :

1. The shareholder PARTNERS FINANCIAL SERVICES a.s. , a joint-stock company Czech nationality, having its registered office in Czech Republic, Türkova 2319/5b, Chodov, 149 00, Prague 4, registered in the Commercial Register of the Prague Municipal Court under ID No. 276 99 781;

2. The shareholder LOGIN GABRIEL, Romanian citizen, born on ...[personal data] in place....[personal data], jud. Bistrita-Nasaud , residing in mun. Bistrita , str. , nr....[personal data] jud. Bistrita-Nasaud , CNP ...[personal data], identified with CI series...nr..... ...[personal data], issued by SPCLEP Bistrita, on, valid until[personal data];

3. Individual shareholders type list ;

4. Shareholders legal entities type list.

❖ **Art. 7. capital, para. 7.2 :**

7.2. The capital, according to the Consolidated synthetic structure of the holders of financial instruments as of 11.05.2018, prepared by the Central Depository S.A, is distributed as follows:

- **The shareholder LOGIN GABRIEL** owns a number of 2,281,388 shares, of 0.1 lei each, totaling 228,138.8 lei, representing 45.6278% of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company, profit participation 45.6278% and loss participation 45.6278%;

- **The shareholder NICULAE DAN** holds a number of 1,525,800 shares of 0.1 lei each, totaling 152,580 lei, representing 30.5160% of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company, profit participation 30.5160% and loss participation 30.5160%;

- **Listed individual shareholders** - who hold a number of 890,076 shares of 0.1 lei each, totaling 89,007.6 lei, representing 17.8015 % of the total share capital of 500,000 lei, in cash;

- **Shareholders legal entities type list** - holding a number of 302,736 shares of 0.1 lei each, totaling 30,273.6 lei, representing 6.0547% of the total share capital of 500,000 lei, in cash.



➤ *Amend to read as follows:*

7.2. The share capital, according to the **Consolidated synthetic structure of the holders of financial instruments as at December 31, 2024, provided by the Central Depository S.A.**, is distributed as follows:

1. The shareholder **PARTNERS FINANCIAL SERVICES a.s.** owns a number of 1,644,500 shares of 0.1 lei each, total value of 164,450.00 lei, representing 32.8900% of the total share capital of 500,000 lei, contributed in cash, holding the quality of shareholder of the Company with profit participation 32.8900% and loss participation 32.8900%;

2. The shareholder **LOGIN GABRIEL** owns a number of 707,588 shares, of RON 0.1 each, totaling RON 70,758.8, representing 14.1518% of the total share capital of RON 500,000, contributed in cash, holding the quality of shareholder of the Company with profit participation 14.1518% and loss participation 14.1518%;

3. **Listed individual shareholders** - who hold a number of 1.746.941 shares of 0,1 lei each, totaling 174.694,1 lei, representing 34,9388 % of the total share capital of 500.000 lei, in cash;

4. **Shareholders legal entities type list** - holding a number of 900,971 shares of 0.1 lei each, totaling 90,097.1 lei, representing 18.0194% of the total share capital of 500,000 lei, in cash.

2. Adoption of an updated Articles of Incorporation of the Society, in accordance with the resolutions under agenda item 1.

3. Approval of **June 04, 2025** as *the "record date"* which serves to identify the shareholders to whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders will be transferred in accordance with the provisions of Article 87 paragraph (1) of the Law on Issuers, republished, as amended, and the establishment of **June 03, 2025** as the *"ex-date"*

4. Empower the Chairman of the Board of Directors, Mr. Niculae Dan to sign on behalf of the shareholders the AGEA Resolution, as well as any other documents in relation thereto, including, but not limited to, the updated version of the Articles of Incorporation which will reflect the amendments approved by the General Meeting.

5. Mandating Dir. general, Mr. Baltasiu Sorin-Stefan and the Director of the Legal Department, Mrs. Denes Adriana, to carry out all legal formalities regarding, obtaining any prior approvals/agreements required by law, from the Financial Supervisory Authority, regarding the amendments to the Articles of Incorporation adopted by the AGEA, to request the publication and publication of the resolution in Official Gazette of Romania Part IV and to fulfill the necessary formalities before the Trade Register Office as well as before any other public authority or institution, and to carry out any necessary acts in order to register and ensure the enforceability of the resolutions adopted by the AGEA.

On the date of the convocation, the share capital of the Company is 500,000 lei divided into 5,000,000 registered, dematerialized shares, with a nominal value of 0.1 lei, **each share entitling to one vote at the General Meeting.**

Starting from **March 27, 2025** and until the date set for the AGM meetings, can be obtained by shareholders at the registered office of the Company, every working day, between 10.00-16.00 or



can be downloaded from the Company's website www.transilvaniabroker.ro , category < Investors > , Section < AGM > , version in Romanian/English, of the following **documents** which are the basis for the proceedings of the AGM: *The convening notices; The total number of issued shares and voting rights at the date of the convening; The Draft Resolutions proposed for approval by the AGM; The General/Special Proxy Forms usable for proxy voting; The postal voting forms; All documents to be submitted to the General Meeting of Shareholders.*

Shareholders may attend in person or may be represented at the General Meetings of Shareholders, either by their legal representatives or by other representatives who have been granted *special proxy* or a *general proxy*, in accordance with Article 105 paragraph (12) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended. A shareholder has the obligation to give, within the **special proxy** form, specific voting instructions to the person who represents him/her, for each item on the agenda of the General Meeting of Shareholders.

In the case of personal voting, individual shareholders and legal entities are entitled to participate in the AGM meeting by simple proof of identity made in *the case of individual shareholders* with the identity document (identity card, identity card, passport, residence permit) and, *in the case of legal entities*, with the identity document of the legal representative (identity card, identity card, passport, residence permit). The capacity of legal representative shall be proved by a certificate issued by the commercial register or any equivalent document issued by a competent authority of the state in which the legal entity shareholder is legally registered, attesting the capacity of legal representative, presented in original or certified true copy. The documents attesting the legal representative capacity of the legal entity shareholder shall be issued no later than 30 days prior to the date of publication of the convening notice of the AGM. Documents submitted in a language other than English must be accompanied by a translation into Romanian/English by an authorized translator.

In case of voting by proxy it is possible to represent the shareholders at the AGM meetings through a representative / proxyholder who can be another shareholder or a third person. Voting by proxy with special proxy can be expressed by filling in and signing the special proxy forms made available by the company, in 3 copies of which: one copy will be sent in writing, in original, to the registered office, the second copy will be delivered to the proxy, so that he can prove his capacity as proxy at the request of the technical secretariat of the meeting, the third copy will remain with the shareholder.

The special/general power of attorney shall be transmitted in physical format, in original in case of special power of attorney, respectively in copy in conformity with the original under the signature of the representative, in case of general power of attorney, so that they are registered of receipt at the registered office (Bistrita, str. Calea Moldovei nr.13, Bistrita-Nasaud county), until

April 25, 2025, 16:00 , or by e-mail toinvestor@transilvaniabroker.ro with electronic signature incorporated according to Law no.214/2024, until the same date and time.

Regardless of how the proxy forms are submitted to AGM, the proxy form must contain the mention clearly printed in capital letters "PROXY FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2025".

A shareholder may appoint only one person to represent him at the AGM. A shareholder may appoint, by special power of attorney, one or more alternate proxy(s) to represent him at the AGM in the event that the appointed proxy is unable to fulfill his mandate. If more than one alternate proxy is appointed by special proxy, the order in which they shall exercise their mandate shall also be determined.

A shareholder may also grant a **general power of attorney** valid for a period not exceeding 3 years, whereby he empowers his proxy to vote on all matters under discussion at the AGM, including dispositive acts, provided that the power of attorney is granted by the shareholder as a client to an intermediary within the meaning of the capital legislation or to a lawyer. For identification purposes the special/general power of attorney will be accompanied by the following documents: copy of shareholder identity document (identity card, ID card, passport, residence permit) and copy of representative identity document, in the case of individuals; copy of the identity document of the representative/trustee of the natural person (identity card, ID card, passport, residence permit), a copy of the identity document of the representative/attorney-at-law accompanied by the power of attorney in original or in the case of the representative/attorney-at-law of the legal entity a copy of the identity document of the legal representative of the legal entity's attorney-at-law accompanied by the certificate of the trade register or any equivalent document issued by a competent authority of the State where the representative/attorney-at-law of the legal entity is legally registered, presented in original or in a copy certified as true copy. Documents submitted in a language other than English must be accompanied by a translation into Romanian/English by an authorized translator.

Shareholders may not be represented in the AGM on the basis of a general power of attorney by a person who is in a situation of conflict of interest, according to Article 105 item 15 of Law no.24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments.

The special power of attorney for representation at the AGM, given by a shareholder, to a credit institution that provides custody services, will be valid, without the submission of any additional documents relating to the shareholder, if the special power of attorney is drawn up in accordance with ASF Regulation no./2018, as amended from time to time, is signed by such shareholder and is accompanied by an affidavit given by the legal representative of the credit institution that has received the power of attorney by special power of attorney, stating that (i) the credit institution provides custody services for such shareholder; (ii) the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of such shareholder; (iii) the special power of attorney is signed by the



shareholder. The original of the special proxy and the affidavit must be deposited at the registered office, signed and, where applicable, stamped, without any further formalities as to the form of such documents.

Shareholders may vote on the items on the agenda **and by correspondence**, the voting form, duly completed and signed, shall be sent in a sealed envelope to the registered office of the company in Bistrita, str. Calea Moldovei nr.13, judetul Bistrita-Nasaud, 420096 and must be received at the company's registered office no later than April 25, 2025 at 16:00 , mentioning on the envelope clearly and in capital letters "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2025". Ballots may also be sent by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on electronic signature, to the address investor@transilvaniabroker.ro mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2025", under penalty of losing the right to vote.

The postal vote may be cast by a proxy, only if the proxy has received from the shareholder he/she represents a special/general proxy to be filed with the issuer in accordance with Article 105 paragraph (14) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended.

The position of "**Abstention**" adopted by a shareholder on the items on the agenda of the General Meeting **does not represent a vote cast**.

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall have the right to introduce new items on the agenda of the General Meetings of Shareholders within 15 days from the date of publication of the notice of the General Meeting(s), i.e. until April 11, 2025, 4.00 p.m. and to propose draft resolutions for the items included or proposed to be included on the agenda , provided that each item is accompanied by a justification or a draft resolution proposed for adoption.

The proposal on the draft resolution may be submitted, **in a sealed envelope**, to the company's registered office in Bistrita-Nasaud, Calea Moldovei, 13, 420096, **or sent by e-mail** with an extended electronic signature incorporated in accordance with the Law no. 214/2024 on electronic signature, until the same date, to the address investor@transilvaniabroker.ro with the written mention "PROPOSAL FOR NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2025".

Each proposed new item must be accompanied by a justification or a draft resolution proposed for adoption at the AGM. These proposals must be accompanied by a copy of the identity card in the case of individual shareholders; a copy of the identity card of the representative/trustee, a certificate of the commercial register or any equivalent document issued by a competent authority of the state where the shareholder is legally registered, attesting the capacity of legal representative, presented in original or certified true copy in the case of legal entities. The documents certifying the legal representative of the legal entity shareholder shall be issued no later than 30 days before the date of publication of the convocation of the AGM.



If applicable, the **agenda of the AGM, supplemented with the items proposed by the shareholders in accordance with the law and this notice, will be published no later than April 16, 2025.**

Each shareholder has the right to address, until April 25, 2025 at the latest, **questions** regarding the items on the agenda, in accordance with art. 198 of ASF Regulation no.5/2018, as amended.

The Company will respond to shareholder questions by publishing the answers on the website at < *Investor Relations*> < *Questions and Answers*>.

Enquiries can be submitted in an envelope, at the company's headquarters in Bistrita, 13 Calea Moldovei str., jud. Bistrita-Nasaud, 420096, respectively sent by any form of post or express courier with confirmation of receipt or by e-mail with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signature, to the address investor@transilvianibroker.ro mentioning in the subject/on the envelope "FOR THE GENERAL MEETING OF SHAREHOLDERS ON 28/29.04.2025". In order to identify the persons making the enquiries, they should enclose copies of the documents proving their identity.

In case the General Meeting is not statutory at the first convocation, the next General Meeting of Shareholders (ordinary and extraordinary) is convened for the date of April 29, 2025, at the same time, in the same place, with the same agenda and reference date.

For further information, please contact us on 0730 70999997, e-mail: investor@transilvianibroker.ro , contact person Adriana Denes - Dir. Legal Department.

Chairman of the Board of Directors

Niculae Dan