



**Registration no. 460 / 18.09.2024**

To,

*Bucharest Stock Exchange S.A.*

*Financial Supervisory Authority*

### CURRENT REPORT

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

<b>Report date</b>	<b>September 18, 2024</b>
<b>Issuer name</b>	TRANSILVANIA BROKER DE ASIGURARE S.A.
<b>Head office</b>	Bistrita, Str. Calea Moldovei nr. 13, Bistrița-Nasaud county, 420096
<b>Telephone/Fax Number</b>	0263-235900/ 0263-235910
<b>Unique ORC registration code</b>	19044296
<b>Order no. in the Trade Register</b>	J06/674/2006
<b>Subscribed and paid-up capital</b>	500.000 lei
<b>Regulated market</b>	Regulated spot market, Main Segment, Standard Category

#### I. Important events to report

*Other events* : NOTICE FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TRANSILVANIA BROKER DE ASIGURARE S.A., DATED OCTOBER 23/24, 2024.

**Soc. TRANSILVANIA BROKER DE ASIGURARE S.A.**

**Niculae Dan**

**Chairman of the Board of Directors**



## NOTICE TO ATTEND

### to Extraordinary General Meeting of Shareholders

### TRANSILVANIA BROKER DE ASIGURARE S.A.

from 23/24 OCTOBER 2024

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

Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian legal entity, having as its sole object of activity the distribution of insurance, with registered office in Bistrita, Calea Moldovei nr. 13, Bistrița-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 **September 18, 2024, convened:**

*The Extraordinary General Meeting of the Shareholders, to be held on **October 23, 2024 (first convocation)**, at the Company's registered office in Bistrita, str. Calea Moldovei , nr. 13, jud. Bistrita-Năsăud, starting at 10.00 a.m., at which, the shareholders registered in the Shareholders' Register (issued by DEPOZITARUL CENTRAL S.A.) at the **reference date** set for the end of the day of **October 11, 2024** are entitled to attend and vote*

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

1. The approval of 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 (one million lei), divided into equal shares
  - Nominal value of the share : 10,00 lei (ten lei)
  - 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
2. With reference to item 1 on the agenda and subject to its adoption, the approval of the powers of the Board of Directors of Soc. Transilvania Broker de Asigurare S.A., with full powers, to adopt any decision that may be required and to sign, in the name and on behalf of the sole shareholder, the Memorandum of Incorporation 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.
  3. With reference to items 1 and 2 of the agenda and subject to their adoption, approval of the authorization of the Board of Directors of Transilvania Broker de Asigurare S.A. to adopt decisions and to carry out any necessary acts or deeds with regard to the increase of the share capital of the newly established company and/or with regard to the granting of loans to the latter and to establish the conditions for the granting thereof, in order to support the development of its activity, within the limits of its own annual budget of income and expenses approved by the AGM.
  4. Approval of the date **of November 14, 2024** as the "*record date*" which serves to identify the shareholders to whom the effects of the resolutions adopted by the Extraordinary 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 the date of **November 13, 2024** as the "*ex-date*".
  5. Empowering the Chairman of the Board of Directors Mr. Niculae Dan, to sign in the name and on behalf of all the shareholders present at the Meeting, the EGSM Resolution adopted on this occasion.
  6. Mandating the General Manager, Mr. Baltasiu Sorin-Stefan and the Director of the Legal Department, Mrs. Denes Adriana, 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 Court , for publication in the Official Gazette Part IV.

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 September 23, 2024 and until the date set for the AGM meeting, shareholders may obtain them at the Company's registered office, every working day between 10.00 a.m. and 4.00 p.m., or they may be downloaded from the Company's website [www.transilvaniabroker.ro](http://www.transilvaniabroker.ro) , category < *Investors* > , Section < *AGM* > , the Romanian/English version of the following **documents**, which are the basis for the proceedings of the AGM: *The convening notice; The total number of issued shares and voting rights at the date of the convening notice; The draft resolution 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 Extraordinary 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 a *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. *A shareholder has the obligation to give, within the **special proxy** 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 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 in a certified true copy. The documents attesting the legal representative status 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 shall 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 provided 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** will 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 by receipt at the registered office (Bistrita, 13 Calea Moldovei str., Bistrita-Nasaud county), until October 22, 2024, 10:00, or by e-mail at investor@transilvaniabroker.ro, with the extended electronic signature incorporated in accordance with Law no.455/2001, republished, until the same date and time.

Regardless of the method of transmission of the proxies of representation in AGM, it must contain the mention clearly written in capital letters "PROXY FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 23/24.10.2024".

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, identity 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.

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, 13 Calea Moldovei str. , Bistrita-Nasaud county, 420096 and must be received at the company's registered office no later than October 22, 2024 at 10:00 a.m., mentioning on the envelope clearly and in capital letters "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 23/24.10.2024". Voting ballots may also be sent by e-mail, with the extended electronic signature incorporated, in accordance with Law no. 455/2001 on electronic signature, republished, to the address investor@transilvianibroker.ro mentioning in the subject line: "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 23/24.10.2024 ", under penalty of losing the right to vote.

The postal vote may be cast by a proxy, only if he/she 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.

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 several shareholders representing, individually or jointly, at least 5% of the share capital, 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 convocation of the General Meeting, i.e. until October 5, 2024** 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 can be submitted, **in a sealed envelope**, at the company's headquarters in Bistrita 13, Calea Moldovei str., Bistrita-Nasaud county, 420096, **or sent by e-mail**, with the extended electronic signature incorporated in accordance with Law no. 455/2001 regarding the electronic signature, republished, until the same date, to the address

[investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) with the written mention "PROPOSAL OF NEW ITEMS ON THE AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 23/24.10.2024".

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 prior to the date of publication of the convocation of the AGM.

If applicable, the **agenda of the EGM, supplemented with the items proposed by the shareholders in accordance with the law and this notice, will be published no later than October 10, 2024.**

Each shareholder has the right to address, no later than October 21, 2024, 16.00 hours, 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 enquiries by publishing the answers on the website, in the section < *Investor Relations* > < *Questions and Answers* >.

Enquiries can be submitted in an envelope, at the company's headquarters in Bistrita, 13 Calea Moldovei str., Bistrita-Nasaud county, 420096, respectively sent by any form of post or express courier, with confirmation of receipt or by e-mail with extended electronic signature, in accordance with Law 455/2001 on electronic signature, republished, to the address [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro) mentioning in the subject/on the envelope "QUESTIONS FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 23/24.10.2024". In order to identify the persons addressing the questions, they should enclose copies of the documents proving their identity.

**In the event that the General Meeting is not statutory at the first convocation, the next Extraordinary General Meeting of the Shareholders is convened for October 24, 2024, at the same time, in the same place, with the same agenda and reference date.**

For further information, please contact us on 0730 709997, e-mail: [investor@transilvaniabroker.ro](mailto:investor@transilvaniabroker.ro), contact person Adriana Denes - Dir. Legal Department.

**Chairman of the Board of Directors**

Niculae Dan