



*Reg. number: 3028 / 25.07.2018*

TO,  
BUCHAREST STOCK EXCHANGE S.A.  
FINANCIAL SURVEILLANCE AUTHORITY

### CURRENT REPORT

According to Annex 12 of ASF Regulation No. 5/2018  
on Issuers of Financial Instruments and Market Operations

Report date	July 25 <sup>th</sup> , 2018
Issuer's name	TRANSILVANIA BROKER DE ASIGURARE S.A.
Social headquarters	Bistrita, 5 Zorilor street, Bistrița-Nasaud county
Phone/Fax Number	0263-235900/ 0263-235910
Unique registration code at the trade registry office	19044296
The serial number in the trade register	J 06/674/2006
Signed and paid in capital	500,000 lei
Regulated market	The market is ruled openly, Main Segment, Standard Category

#### I. Important events to be reported

- a) *Alterations in the control of the issuer* – N/A;
- b) *Substantial purchases or sales of assets* - N/A;
- c) *Insolvency proceedings or judicial reorganization or bankruptcy*- N/A;
- d) *Transactions of the kind mentioned in art. 82 of Act 24/2007*- N/A;
- e) **Other events:** TRANSILVANIA BROKER DE ASIGURARE S.A. as an issuer of financial instruments, brings to the attention of all the interested persons the fact that on July 25, 2018, starting with 10.00 o'clock, respectively at 10.30 at the headquarters of the company, the meetings of the Ordinary and Extraordinary General Meeting of the Company's Shareholders were held, which were legally constituted at the first convocation and make available to them the Decision of the Ordinary General Meeting no.5 / 25.07.2018 and the Extraordinary General Assembly Decision no. 6 / 25.07.2018, adopted on this occasion.

**TRANSILVANIA BROKER DE ASIGURARE S.A.**  
**Niculae Dan**  
**Chairman of the Board of Directors**

**DECISION NO. 5**  
**of the**  
**GENERAL ORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
**on July 25th, 2018**

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 July 25th, 2018 at the headquarters of the Society of Bistrita, Zorilor Street, No. 5, Bistrita-Nasaud County, with a quorum of 78.83 % 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 valid votes the following:

**DECISION**

referring to the items on the agenda, as follows:

1. Approves the election of the members of the Board of Directors of the Company and establishing the Board of Directors' mandate for 4 (four) years from the date of adopted this present decision, (according to the provisions of Art. 14, item 14.1 of the Constitutive Act), as follows nominated :
  - 1.1. Member of the Board Directors Niculae Dan  
Vote structure: 100 % for, 0 % against, 0 % abstain
  - 1.2. Member of the Board Directors Denes Daniela-Tasia  
Vote structure: 100 % for, 0 % against, 0 % abstain
  - 1.3. Member of the Board Directors Tuica Gabriel-Alexandru



Vote structure: 100 % for, 0 % against, 0 % abstain

2. Approves the appointment as the Chairman of the Board of Directors (Art. 14, item 14.2 of the Constitutive Act) for Mr. Niculae Dan

Vote structure: 100 % for, 0 % against, 0 % abstain

3. Approves the establish general limits on gross remuneration to members of the Board of Directors and to grant other rights during the term of office, in the following structure:

⊙ A variable remuneration(gross), established by negotiation of the parties, through the Management Contracts (mandate), ranged between 2,000 (LEI) and 18,000 (LEI). The frequency with which these remunerations will be granted to the Board of Directors members may be monthly or on the Board of Directors meeting, depending on the provisions of the Management Contracts. These remunerations will be granted to Board of Directors members, starting with the date / dates set in the Management Contracts

⊙ A monthly (additional) variable (gross) remuneration, established by negotiation of the parties, through the Management Contract (mandate) granted to the independent Board of Directors member for the Audit Committee attributions, between 2,000 (LEI) and 6,000 (LEI).

⊙ Granting other benefits to Board of Directors members on a negotiated basis, as set out in the Management Contracts, as follows: service car, fuel, service telephone, laptop, the right to travel expenses in order to perform the mandate, medical insurance ( group), professional liability insurance.

Vote structure: 100 % for, 0 % against, 0 % abstain

4. Approves the mandate of Mr. Niculae Dan to negotiate and sign any Administrative Management Contracts, in the name and on behalf of the Company.

Vote structure: 100 % for, 0 % against, 0 % abstain

5. Approves the date of August 10 th, 2018 as the “registration date”, that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Assembly of the Shareholders will be reflected.

Vote structure: 100 % for, 0 % against, 0 % abstain

6. Approves the date of August 9 th, 2018 as „ ex-date”, according to art. 2 lit. f of Rule 6/2009 issued by the National Committee of Movables as amended.

Vote structure: 100 % for, 0 % against, 0 % abstain



7. 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 % against, 0 % abstain

8. Authorizes the Manager of the Law Department of the company, Mrs. Denes Adriana, to complete all formalities for the registration of the Decisions of the Ordinary Meeting of Shareholders with the Trade Register of the Court House Bistrita-Nasaud so that it can be published in the Official Journal of Romania, Part IV.

Vote structure: 100 % for, 0 % against, 0 % abstain

This decision was issued and signed this July 25th, 2018 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.

**DECISION NO. 6**  
**of the**  
**GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**  
**TRANSILVANIA BROKER DE ASIGURARE S.A., Bistrita**  
**on July 25<sup>th</sup>, 2018**

The General Extraordinary 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 Movable (execution of certain rights of shareholders within the general meeting of trading companies) and Rule 1/2006 of the National Committee of Movable (issue and operation of movables) as amended from time to time,

takes today in the meeting held at 10.30 o'clock on July 25<sup>th</sup>,2018 at the headquarters of the Society of Bistrita, Zorilor Street, No. 5, Bistrita-Nasaud County, with a quorum of 78.83 % 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 valid votes the following:



## DECISION

referring to the items on the agenda, as follows:

1. Approves of the modification of the Company's Articles of Incorporation, as result of a new Executive Director following the registration of the resignation of Mr. Gabriel Login, starting with 26.07.2018, as follows :

*Article 14, point 14.10. par. 3 - "The position of Chief Executive Officer will be occupied by Mr. Cotiac Ion, Romanian citizen, with domicile in Pitesti, Arges County;*

with the mention, that in the event of a subsequent refusal by the Financial Supervisory Authority to approve the nominated executive director, it is possible to proceed to the amendment of the Constitutive Act accordingly without convening a new meeting of the Extraordinary General Meeting of the Shareholders.

Vote structure: 100 % for, 0 % against, 0 % abstain

2. Approves the date of August 10<sup>th</sup>, 2018 as the "registration date", that serves to identify the shareholders to whom the effects of the decisions adopted by the Ordinary General Assembly of the Shareholders will be reflected.

Vote structure: 100 % for, 0 % against, 0 % abstain

3. Approves the date of August 9<sup>th</sup>, 2018 as „ ex-date”, according to art. 2 lit. f of Rule 6/2009 issued by the National Committee of Movable as amended.

Vote structure: 100 % for, 0 % against, 0 % abstain

4. Authorizes the CEO, Mr. Niculae Dan, to sign on behalf of all shareholders that are present at the General Meeting the Decision of the Extraordinary Meeting of Shareholders.

Vote structure: 100 % for, 0 % against, 0 % abstain

5. Authorizes the Manager of the Law Department of the company, Mrs. Denes Adriana, to complete all formalities for the registration of the Decisions of the Extraordinary Meeting of Shareholders with the Trade Register of the Court House Bistrita-Nasaud so that it can be published in the Official Journal of Romania, Part IV.

Vote structure: 100 % for, 0 % against, 0 % abstain



---

This decision was issued and signed this July 25<sup>th</sup>, 2018 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.

**Chairman of the Board of Directors**

**NICULAE DAN**