



Reg. No. 146 / March 25, 2026

To,

Bucharest Stock Exchange S.A.

Financial Supervisory Authority (FSA)

CURRENT REPORT

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

Report Date	March 25, 2026
Name of the issuer	TRANSILVANIA BROKER DE ASIGURARE S.A.
Registered office	Bistrita, 13 Calea Moldovei St., Bistrita-Nasaud County, 420096
Phone/Fax Number	0263-235900 / 0263-235910
Unique Registration Code with the Trade Register	19044296
Order No. in the Commercial Register	J06/674/2006
Subscribed and paid-in capital	500,000 lei
Regulated market	Regulated spot market, Main Segment, Standard Category

I. Significant events to be reported

- a) *Changes in control over the issuer* – **not applicable;**
- b) *Substantial acquisitions or disposals of assets* – **not applicable;**
- c) *Insolvency proceedings, judicial reorganization, or bankruptcy* – **not applicable;**
- d) *Transactions of the type listed in Article 82 of Law No. 24/2007* – **not applicable;**
- e) **Other events: NOTICE TO ATTEND OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOC. TRANSILVANIA BROKER DE ASIGURARE S.A. FOR APRIL 28/29, 2026.**

Transilvania Broker de Asigurare S.A.
Niculae Dan
Chairman of the Board of Directors



NOTICE TO ATTEND

The Ordinary General Meeting of Shareholders

April 28/29, 2026

In accordance with the provisions of *Law 31/1990* on companies, as republished, as amended and supplemented, of *Law No. 24/2017* on issuers of financial instruments and market operations, as republished, as amended and supplemented, of *ASF Regulation No. 5/2018* on issuers of financial instruments and market operations, and of the Company's *Articles of Incorporation*,

The Board of Directors of **TRANSILVANIA BROKER DE ASIGURARE S.A.**, a Romanian legal entity whose primary business activity is insurance distribution, with the web , and registered office at 13 Calea Moldovei, Bistrița, Bistrița-Năsăud County, postal code 420096, registered in the Trade Register under no. J2006000674065, CUI 19044296, authorized pursuant to 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, 2026**, hereby **convenes**:

Ordinary General Meeting of Shareholders, scheduled for April 28, 2026 (first convocation), at the Company's headquarters in Bistrita, 13 Calea Moldovei Street, ground floor, Bistrita-Năsăud County, at 10:00 a.m., at which shareholders registered in the Shareholders' Register (issued by DEPOZITARUL CENTRAL S.A.) on the reference date set for the end of the day on April 17, 2026, are entitled to participate and vote.

If the quorum for validity is not met at the first convocation, a second meeting of the Ordinary General Meeting of Shareholders will be held on April 29, 2026, at 10:00 a.m., at the same place, with the same agenda and the same reference date.

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

1. Presentation and submission for approval of *the Board of Directors' Report prepared for the financial year ended December 31, 2025.*
2. Presentation of *the Report of the statutory auditor RAO AUDIT OFICCE S.R.L. regarding the Individual Financial Statements for the financial year 2025.*
3. Presentation and submission for approval of *the Individual Financial Statements for the 2025 financial year, based on the Board of Directors' Report and the Company's financial auditor's report.*
4. Discharge of the Company's Board of Directors for the 2025 financial year.



5. Allocation of net profit for the 2025 fiscal year. It is proposed that the net profit be allocated as follows :

Net profit to be distributed: 11,009,526 lei

Legal reserves: 0 lei

Other reserves: 0 lei

Coverage of carried-forward losses: 0 lei

Dividend distribution: 6,000,000 lei, with a proposed gross dividend per share of 1.2 lei per share.

Retained earnings: 5,009,526 lei

6. Presentation and submission for approval of *the Income and Expense Budget for the 2026 fiscal year.*
7. Presentation and submission for approval of *the Remuneration Report for the company's administrative and executive management for the 2025 fiscal year*, prepared in accordance with the provisions of Article 107 of Law 24/2017 on issuers, as republished, with subsequent amendments.
8. Approval of *the 2025 Annual Financial Report*, in accordance with the provisions of Article 65¹ of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments.
9. Approval of **June 4, 2026**, as the *“record date”* used to identify the shareholders affected by the resolutions adopted by the Ordinary General Meeting of Shareholders in accordance with the provisions of Article 87(1)(1) of the Law on Issuers, as republished, with subsequent amendments, and setting **June 3, 2026**, as *the “ex-date.”*
10. Approval of **June 24, 2026**, as the *“payment date,”* pursuant to Article 87(2)-(3) (2)-(3) of Law 24/2017, as republished, with subsequent amendments, and Article 178 of Regulation No. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments.
11. Authorizing 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 resolution adopted by the General Meeting of Shareholders.
12. Authorizing the Director of the Legal Department, Ms. Denes Adriana, to take all necessary steps regarding the filing of the AGM Resolution with the Trade Registry Office attached to the Bistrita-Nasaud Court, for the purpose of making the legal entries and publishing it in the Official Gazette of Romania, Part IV .

As of the date of this notice, the Company's share capital is 500,000 lei, divided into 5,000,000 registered, dematerialized shares with a par value of 0.1 lei, **each share entitling the holder to one vote at General Shareholders' Meetings.**

As of the date of this notice, the Company's share capital amounts to 500,000 lei, divided into 5,000,000 registered, dematerialized shares with a par value of 0.1 lei **each, with each share entitling the holder to one vote at General Meetings.**

Starting on **March 27, 2026** and until the date set for the General Shareholders' Meeting(s), shareholders may obtain them at the Company's registered office, on any business day between 8:00 a.m. and 4:00 p.m., or downloaded from the Company's website www.transilvaniabroker.ro, under the <Investors> category, <AGM> section, in Romanian or English, the following **documents** forming the basis for the AGM proceedings: *Notice of Meeting; Total number of issued shares and voting rights as of the date of the notice; Draft Resolutions proposed for approval by the General Meeting of Shareholders; General/Special Power of Attorney forms for voting by proxy; Mail-in ballot forms; all documents to be submitted to the General Meeting of Shareholders.*

Shareholders may attend in person or be represented at General Shareholders' Meetings either by their legal representatives or by other representatives who have been granted *a special power of attorney or a general power of attorney*, pursuant to Article 105(12) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments. A shareholder is required to provide, in the **special power of attorney** form, specific voting instructions to the person representing them for each item on the agenda of the General Meeting of Shareholders.

In the case of in-person voting, individual shareholders and corporate shareholders are entitled to attend the General Shareholders' Meeting by simply presenting proof of identity; *for individual shareholders*, this is done by presenting an identity document (identity card, passport, residence permit), and *for corporate shareholders*, by presenting the identity document of the legal representative (identity card, passport, residence permit). The status of legal representative is proven by a certificate of registration issued by the Trade Registry or any equivalent document issued by a competent authority in the country where the corporate shareholder is legally registered, attesting to the status of legal representative, presented in original or as a certified copy. Documents certifying the status of legal representative of the corporate shareholder must be issued no more than 30 days prior to the date of publication of the AGM Notice. Documents submitted in a language other than English must be accompanied by a translation performed by a certified translator in Romanian/English.

In the case of voting by proxy, shareholders may be represented at General Shareholders' Meetings by a representative or proxy, who may be another shareholder or a third party. Voting by special proxy may be exercised by completing and signing the special proxy forms provided by the company, in three copies, of which: one copy shall be sent in writing, as an original, to the registered office; the second copy shall be handed to the representative so that he or she may prove his or her capacity as a representative at the request of the technical secretariat of the meeting; the third copy shall remain with the shareholder.



The special/general power of attorney must be submitted in hard copy – as an original in the case of a special power of attorney, or as a certified copy signed by the representative in the case of a general power of attorney – so that it can be registered upon receipt at the registered office (Bistrița, 13 Calea Moldovei St., Bistrița-Năsăud County, Zip Code 420096), no later than **April 26, 2026, at 10:00 a.m.**, or via email to investor@transilvaniabroker.ro , with an embedded electronic signature in accordance with Law No. 214/2024, by the same date and time.

Regardless of the method used to submit the powers of attorney to for the General Shareholders' Meeting, this must clearly state in capital letters: "POWER OF ATTORNEY FOR THE GENERAL SHAREHOLDERS' MEETING ON APRIL 28/29, 2026."

A shareholder may designate a single person to represent him or her at the General Meeting of Shareholders. A shareholder may designate, by special power of attorney, one or more alternate representatives to represent him or her at the General Meeting in the event that the designated representative is unable to fulfill his or her mandate. If more than one alternate representative is appointed by special power of attorney, the order in which they will exercise their mandate shall also be established.

A shareholder may also grant a **general power of attorney** valid for a period not exceeding three years, authorizing their representative to vote on all matters under consideration at the General Shareholders' Meeting, including decisions regarding the disposal of shares, provided that the power of attorney is granted by the shareholder in their capacity as a client of an intermediary within the meaning of capital market legislation or of a lawyer. For identification purposes, the special/general power of attorney must be accompanied by the following documents: a copy of the shareholder's identification document (identity card, passport, residence permit) and a copy of the representative's identification document, in the case of natural persons; a copy of the representative's/agent's identification document (ID card, passport, residence permit) if the representative is a natural person; a copy of the representative's/agent's identification document if the representative is a lawyer, accompanied by the original power of attorney; or, in the case of a representative/agent, a legal entity, a copy of the identity document of the legal representative of the agent, a legal entity, accompanied by the certificate of incorporation issued by the commercial registry or any equivalent document issued by a competent authority in the country where the representative/agent, a legal entity, is legally registered, presented in original or as a certified copy. Documents submitted in a language other than English must be accompanied by a translation performed by a certified translator in Romanian/English.

Shareholders may not be represented at the General Shareholders' Meeting by a general power of attorney granted by a person who is in a conflict of interest, pursuant to Article 105(15) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, , as amended.

A special power of attorney for representation at the General Shareholders' Meeting, issued by a shareholder to a credit institution providing custody services, shall be valid without the need

to present any additional documents regarding said shareholder, provided that the special power of attorney is drawn up in accordance with ASF Regulation No. 5/2018 on the “ ” (General Shareholders’ Meeting), as amended, is signed by the shareholder in question and is accompanied by a sworn statement issued by the legal representative of the credit institution that has received the power of attorney through the special power of attorney, stating that: (i) the credit institution provides custody services for the shareholder in question; (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 the respective shareholder; (iii) the special power of attorney is signed by the shareholder. The special power of attorney and the affidavit must be submitted to the registered office in original form, signed and, where applicable, stamped, without the need to fulfill any other formalities regarding the form of these documents.

Shareholders may also vote on the items on the agenda **by mail**; the voting form, duly completed and signed, must be sent in a sealed envelope to the company’s headquarters in Bistrița, 13 Calea Moldovei Street, Bistrița-Năsăud County, postal code 420096, and must arrive at the company’s headquarters no later than **April 27, 2026, at 4:00 p.m.**, with the envelope clearly marked in capital letters: “POSTAL VOTE FOR THE GENERAL MEETING OF SHAREHOLDERS ON APRIL 28/29, 2026.” Ballots may also be submitted via email with an extended electronic signature incorporated in accordance with Law No. 214/2024 on electronic signatures, to the address investor@transilvaniabroker.ro , with the subject line: “VOTE BY MAIL FOR THE GENERAL MEETING OF SHAREHOLDERS ON APRIL 28/29, 2026,” under penalty of forfeiting the right to vote.

A proxy vote may be cast by a representative, only if such representative has received from the shareholder they represent a special/general power of attorney, which must be submitted to the issuer in accordance with Article 105(14) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments.

An “Abstain” vote cast by a shareholder regarding items on the agenda of the General Meeting **does not constitute a vote cast**.

One or more shareholders representing, individually or collectively, at least 5% of the share capital have the right to add new items to the agenda of the General Shareholders’ Meetings within 15 days of the date of publication of the notice of the general meeting, i.e., by April 11, 2026, at 4:00 p.m., and to propose draft resolutions for the items included or proposed for inclusion on the agenda, provided that each item is accompanied by a justification or a draft resolution proposed for adoption.

The proposal regarding the draft resolution may be submitted **in a sealed envelope** at the company’s headquarters in Bistrița-Năsăud, 13 Calea Moldovei Street, 420096, **or sent by email** with an extended electronic signature incorporated in accordance with Law No. 214/2024 on electronic signatures, by the same date, to the address investor@transilvaniabroker.ro with the written note “PROPOSAL FOR NEW ITEMS ON THE AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS ON APRIL 28/29, 2026”.



Each new item proposed must be accompanied by a justification or a draft resolution proposed for adoption at the General Shareholders' Meeting. These proposals must be accompanied by a copy of the representative's or proxy's identification document in the case of individual shareholders; a copy of the representative's/proxy's identification document, a certificate of registration issued by the Trade Registry, or any equivalent document by a competent authority in the country where the shareholder is legally registered, certifying the status of legal representative, presented in original or as a certified copy, in the case of corporate shareholders. Documents certifying the status of legal representative of the shareholder that is a legal entity shall be issued no more than 30 days prior to the date of publication of the notice of the General Meeting of Shareholders.

If applicable, **the revised agenda of the General Meeting of Shareholders, supplemented with the items proposed by the shareholders in accordance with the law and this notice, will be published no later than April 16, 2026.**

Each shareholder has the right to submit, no later than **April 24, 2026, questions regarding the items on the agenda**, in accordance with Article 198 of ASF Regulation No. 5/2018, as amended. The Company will respond to questions submitted by shareholders by publishing the answers on the website under the section *<Investor Relations> <Questions and Answers>*.

Questions may be submitted in an envelope at the company's headquarters in Bistrița, 13 Calea Moldovei Street, Bistrița-Năsăud County, 420096, or sent by any form of mail or express courier service with a return receipt, or via email with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signatures, to the address investor@transilvaniabroker.ro, indicating in the subject line/on the envelope "FOR THE GENERAL MEETING OF SHAREHOLDERS ON APRIL 28/29, 2026." To verify the identity of those submitting questions, they must attach copies of documents proving their identity to the request.

For further information, please contact us at 0730 709997, email: investor@transilvaniabroker.ro, contact person Adriana Denes – Head of the Legal Department.

Chairman of the Board of Directors

Niculae Dan