

Transilvania Broker  
de Asigurare

# ANNUAL FINANCIAL REPORT 2025

Issue Date	27.03.2026
Name of Company	TRANSILVANIA BROKER DE ASIGURARE S.A.
Registered Office	Bistrița, Calea Moldovei nr. 13, jud. Bistrița-Năsăud
Phone Number	0263-235900, Fax: 0263-235910
Taxpayer Identification Number	19044296
Trade Register Identification Number	J06/674/2006
Share Subscribed and Paid Capital	500.000 lei
Market where the issued securities are traded on	Regulated Spot Market, Main Segment
Trading Symbol	TBK

The present Report is a convenience translation of the Romanian version `Raport Anual 2025` which is to be regarded as the official document

# Contents

---

Contents .....	2
2025 RETROSPECTIVES. 2026 OUTLOOK: Transilvania Broker de Asigurare S.A. ....	1
1. Analysis of the Company's activities .....	3
Main business line .....	3
New products and business lines .....	5
Legal framework .....	5
Significant business reorganizations .....	5
Purchase / sale of assets .....	5
Main Results .....	6
1.1. General business assessment .....	6
1.2. Assessment of the technical operations of the Company .....	9
1.3. Assessment of sales activity. Market Share. Competition .....	11
1.4. Assessment of the Company's personnel.....	12
1.5. Outlook.....	12
Expected developments within the company .....	12
Expected developments in the outer environment .....	13
1.6. Assessment of the impact of Issuer's activity on the environment .....	14
1.7. Assessment of research and development activity .....	14
1.8. Assessment of the Company's risk management .....	14
The Issuer's internal controlling system .....	14
Assessment of the risk management and internal control framework.....	15
The Company's exposure to the market, credit and liquidity risks .....	15
2. Tangible assets of the Company .....	16
3. The market for the securities issued by the Company .....	17
Dividend Policy .....	17
Repurchase of Own Shares.....	19
Subsidiaries and Their Holdings .....	19
4. Corporate Governance .....	19
4.1. Issuer's management - Corporate Governance Structures .....	19
Board of Directors .....	19
The Audit Committee.....	20
Executive Management.....	21

4.2. The Statement of the Company regarding the compliance with the Corporate Governance Code, Bucharest Stock Exchange.....	21
5. Analysis of the economic financial position of the Company.....	22
5.1. FINANCIAL POSITION ANALYSIS .....	22
5.2. FINANCIAL PERFORMANCE ANALYSIS .....	25
6. Litigations.....	26
ANNEXES .....	27

## 2025 RETROSPECTIVES. 2026 OUTLOOK: Transilvania Broker de Asigurare S.A.

---

The year 2025 represented for Transilvania Broker de Asigurare S.A. (the Issuer, the Company, "Transilvania Broker") a period of **business expansion** alongside *operational consolidation* and *strategic reconfiguration*, shaped and guided by developments in the insurance brokerage market and the broader financial services sector.

While Transilvania Broker's strategy is pivoting toward the integration of a significantly broader paradigm regarding the segments of the financial services market it can address and the portfolio of financial services offered to its clients, **the Company's core activity – namely, the intermediation of insurance premium distribution through its own nationwide network of Transilvania Broker distributors – continues to maintain its growth trajectory and pace.**

Following the removal of caps in the insurance sector midway through the reporting period, distribution revenues and profitability returned to strong upward trends. The 8% increase in the value of intermediated insurance premiums was accompanied by **revenues 19.4% higher** compared to the reference period (2024), while the **profit reported as of 31.12.2025 exceeded more than twice the profit of 2024** and **surpassed by 93% the budget** proposed by the Board of Directors, which had been based on the assumption that the distribution commission cap would remain in place.

**The insurance market** was characterized by a general increase in tariffs and premiums against the backdrop of inflationary pressures and higher repair costs, particularly on lines with a high frequency of claims, enabled by the lifting of the tariff cap in the second half of 2025. On the demand side for insurance products, there has been a notable increase in interest for climate-related and ESG-type products, with coverage for extreme weather risks and facilities for sustainable clients, as well as the accelerated development of the cyber segment. At the same time, **in the insurance intermediation market**, there has been a strengthening of certain trends that have taken shape in recent years, such as:

- The consolidation of the role of brokers as risk consultants, correlated with the awareness of the imperative to develop technical skills that allow intermediaries to respond in an integrated manner to the increasingly complex needs of clients – an element of differentiation and competitive advantage
- The digitalization of sales and policy management processes, through the use of aggregation platforms and marketplace solutions for brokers
- Consolidations in the brokerage market through vertical or horizontal integrations and increased competition in corporate and SME service segments

In this market context, Transilvania Broker de Asigurare S.A. announced, at the end of April 2025, **the strategic partnership with KIWI**, the leader of the credit brokerage market in Romania. The implementation of this partnership was the defining element of the year, with the operational integration process continuing into 2026. To date, several dozen franchises within the TBK network have already become Kiwi franchises, and reciprocally, a similar number of Kiwi partners have been integrated or are in the process of integration into the TBK ecosystem.

For the purpose of leveraging the opening gained toward new market segments, the management of Transilvania Broker negotiated **the integration into the offerings of partner insurers of bancassurance-type products** (multi-year policies for the insurance of homes purchased through

credit and similar policies for life insurance). The cooperation between the brokers of the two partners was operationalized through technical integration—facilitated by Transilvania Broker’s in-house provider, Life Is Hard S.A.—into a dedicated module that allows clients access to integrated services and significantly reduces quotation and issuance time, with a positive impact on the efficiency of the sales effort.

From a corporate perspective, 2025 was marked by the approval, by the Ordinary General Meeting of Shareholders of 28 April 2025, of the **distribution of a gross dividend of RON 0.6 per share**, in a total amount of RON 3 million. The dividend corresponds to a **yield of approximately 5%** calculated by reference to the share price at the date of the OGMS approving the dividend (as well as at the ex-dividend date), while the **total shareholder return from the beginning of 2025 to date**, including the dividend, is **approximately 11%**.

Furthermore, within the Extraordinary General Meeting of Shareholders held on 28 April 2025, the update of the Company’s articles of association was approved to reflect the new shareholding structure, in which the shareholder Partners Financial Services a.s. holds 32.89% of the share capital. The holding of **Partners Financial Services** increased to **39.09%** of the share capital of Transilvania Broker de Asigurare S.A. following the completion of the Mandatory Takeover Bid conducted between 20 November and 4 December 2025.

At the end of 2025, the Company’s executive management team was strengthened by the **appointment of the new Chief Financial Officer, Ms. Dana Cîrstea**, who brings over 20 years of experience in financial management positions within the insurance industry, contributing to the strengthening of the Company’s strategic and operational capacity.

With regard to the **outlook for 2026**, the management of Transilvania Broker expects a moderate increase in premiums at market level, alongside pressure on profitability generated by reinsurance costs and persistent inflation. An acceleration in the digitalization of underwriting and sales processes is anticipated, as well as further consolidation within the sector and an intensification of governance and compliance requirements.

In this context, *the Company’s strategy is oriented toward organic growth, sustainable profitability, and differentiation through technology, partnerships, and advisory expertise.*

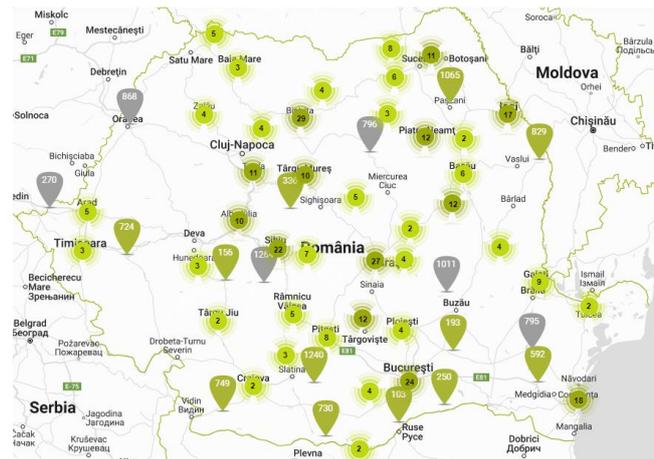
The management of Transilvania Broker aims to expand partnerships in the areas of *bancassurance, fintech, and insurtech*, as well as to *develop its presence across various comparison marketplaces, alongside the consolidation of the agent network through investments in dedicated training and retention programs.*

Alongside the *development of modular offerings and cross-sell programs*, sales resources and efforts will primarily target the *SME, corporate fleet, and corporate health market segments*. At the results level, these initiatives are expected to **translate into increases of at least 10%** in the total volume of gross written premiums intermediated, with **higher growth rates in the priority segments, namely 15% for home insurance and 50% for life insurance.**

At the same time, from an operational perspective, the Company’s management will continue to pursue the *optimization of B2B and B2C platforms, the implementation of an advanced CRM and marketing automation solutions, leading to improved digital conversion, optimization of cost per policy, and an overall increase in operational efficiency.*

## Analysis of the Company's operational activity

TRANSILVANIA BROKER de ASIGURARE S.A (herein referred to as "Transilvania Broker", "Company", "Issuer"), an insurance brokerage company set up and registered in 2006, runs its operations in compliance with the provisions of the Companies' Law 31/ 1990, Law 236/ 2018 on the distribution of insurance and the legislation pertaining to capital market. The Company is licensed by the Financial Supervisory Authority to conduct brokerage services in the commercial insurance field under no. 114420 of November 21st, 2006 and is enrolled in the Insurance Brokers' Register under no. RBK 374.



Though at the beginning active only in Bistrita Nasaud county, at the date of this report the services of Transilvania Broker are offered at national level, in Bucharest and other 39 counties, through over 1,900 brokerage agents.

The development strategy has been based on objectives such as diversifying the service offering, targeting new segments of the financial services market, and expanding the served market through strategic partnerships. These

strategic directions were supported by an early and sustained process of digitalizing customer interactions and back-office infrastructure, enabling seamless integration with partners' platforms as well as the incorporation of new financial services into the Company's offering.

In 2025, Transilvania Insurance Broker celebrated the 8th anniversary of the first day of trading of its shares on the Bucharest Stock Exchange, Regulated Market.

### Main business line

The Company carries out activities and services that are specific to the insurance distribution field and is authorised as insurance brokerage company by the Financial Supervisory Authority. According to the Articles of association, the main activity field resides in NACE code 662, "Auxiliary activities of insurance and pension funds", with main activity subcategory in "Activities of insurance agents or brokers; negotiations for natural and legal persons, insured or potentially insured, of concluding insurance contracts and providing assistance before and during the contracts' execution period or related to damages' claims and compensations, as the case may be (NACE Code 6622)".

The mandatory civil liability insurance contracts - vehicles, professional indemnity or general civil liability - represent, by volume and number, the largest part of the premiums concluded by the brokerage agents appointed by Transilvania Broker de Asigurare S.A. Besides, the Company intermediates a varied portfolio of insurance premiums: life and health insurances, on whose development it has effectively focused a significant part of human and financial resources for the past years; accident insurances; land, railway, sea, and air transport insurances; home, buildings or construction workings insurances; insurance for goods in transit, of machines, equipments and appliances; credit insurance, guarantees and financial loss insurances.

The Company addresses all demand segments of the insurance market. It places "the Client" in the centre of its philosophy and business model and offers a comprehensive coverage for the Client's insurance needs. All brokerage agents are trained and have the necessary tools to offer insurance schemes and programs that are completely tailor made on the Client's integrated interests.

The services that are offered are not limited to the intermediation on insurance market, but also include services of identification, assessment and management of risks, creating solutions for minimisation or transfer of insurable risks, analyses of efficiency and efficacy of insurance contracts in their validity period. The Company also offers to represent the client's interests throughout the validity of the insurance contract, not only at the stage of selecting the optimal alternative and the negotiation of the conditions and terms of insurance. Transilvania Broker de Asigurare undertakes the management of insurance contracts for the whole validity period with focus on adapting to the Client's business dynamics and needs, as well as sorting out of potential damages and good receipt of compensation thereto.

Closely connected to the extensive and intensive development of sale departments through the online segment development, the Company created and consolidated the back office function. The human and technical resources are in place in order to offer, with minimum human and system errors, the support needed by both the Company's agents and the clients, for conclusion of insurance policies or sorting out of damages claim files. In this regard, the Company offers continuous professional training to its agents, as well as continuous development of the working platform by adding new functionalities for a better management of offers and corresponding information for the Clients.

By Decision no. 15 of the Extraordinary General Meeting of Shareholders (EGMS) of the Company held on 07.09.2021, the company's scope of activity was supplemented with "other auxiliary activities related to insurance and pension funds," NACE code 6629, representing the distribution of pension products.

In line with its strategy to diversify its services and products in order to maximize its competitive advantages, upon the proposal of the Board of Directors, the EGMS of Transilvania Broker de Asigurare S.A., convened on April 27, 2022, approved the supplementation of the Company's scope of activity with the following NACE codes:

- **4618** - "Agents specialized in the sale of particular products" (post-sale services for its own clients, such as damage assessment or claim processing, excluding settlement as per the applicable national legislation);
- **5221** - "Service activities incidental to land transportation" (intermediary services for roadside assistance);
- **8690** - "Other human health activities" (intermediation of medical assistance services).

Further, the shareholders of the Company decided to support the strategy of reducing dependency on the RCA (compulsory motor third-party liability insurance) segment, which, due to its relatively high share in the portfolio of intermediated insurance and its exposure to uncertainty stemming from political intervention, acts as a limiting factor on growth potential.

Therefore, the EGMS convened on April 26, 2023, approved a fundamental diversification of the Company's activity by expanding the secondary scope of activity with financial services activities, as follows:

- **6499** - "Other financial intermediation not elsewhere classified";
- **6612** - "Security and commodity contracts brokerage";
- **6619** - "Other activities auxiliary to financial services, except insurance and pension funding."

These additions will enable the Company to distribute investment products from the capital markets and to act as distributor for products developed by credit institutions, non-banking

financial institutions (NBFIs), payment institutions, and electronic money institutions, in accordance with the applicable national legislation.

### New products and business lines

To implement the strategic decision to diversify its activity, on October 23, 2024, the shareholders of Transilvania Broker de Asigurare S.A. approved the establishment of a limited liability company, wholly owned (100%) by the Company, with its registered office in Bucharest and a primary scope of activity in financial intermediation services (NACE 6619).

Thus, in 2025, Transilvania Financial Services SRL was established, fully owned (100%) by Transilvania Broker de Asigurare S.A., with the purpose of carrying out credit brokerage activities.

### Legal framework

The Company's operations comply with the provisions of the Companies' Law 31/ 1990, republished, with further amendments and Law 236/ 2018 on the distribution of insurance. Also, the Company runs its activity in compliance with the legal provisions and regulations issued by the Financial Supervisory Authority (ASF) pertaining to insurance and reinsurance field, with accounting and fiscal legislation (Accounting Law 82/ 1991, republished, with further amendments, Law 227/2015 pertaining to Fiscal Code, republished, with further amendments, ASF Norm 36/2015 for the approval of Accounting Regulations regarding the individual annual financial statements and the consolidated annual financial statements of the entities performing insurance and/or reinsurance activities).

The Company is publicly listed on Bucharest Stock Exchange as of November, 2017: The Spot Regulated Market, main segment, standard category. In its capacity of Issuer of securities, Transilvania Broker de Asigurare S.A. complies with the provisions of laws and regulations pertaining to the capital market (Law 24/2017 regarding issuers of financial instruments and market operations, republished, with subsequent amendments and modifications and FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments and modifications, the EU Regulation 596/2014 with regards to market abuse etc.)

### Significant business reorganizations

No merger, split-off, acquisition or any other changes to the assets of the Company took place within the reporting period.

At the same time, the Company expanded its structure by acquiring a 100% stake in the share capital of Transilvania Financial Services SRL, a company established and authorized to carry out credit brokerage activities.

### Purchase / sale of assets

During 2024, the book value of property, plant and equipment decreased by 7.5%, mainly due to related amortisation. The value of acquisitions of tangible fixed assets in the form of equipment necessary for operations during the reporting period amounted to RON 9.8 thousand. The share of fixed assets in total assets increased to **16.2%**, as current assets evolved inversely to non-current assets.

As of **31.12.2024**, the depreciation rate of the Company's fixed was of **46.6%**. No disposals or write-offs of tangible fixed assets were carried out in 2024. In 2024, the Company had **no recorded impairment adjustments** for the depreciation of tangible fixed assets.

## Main Results

The intensification of the intermediation activity, driven partly by new partnerships and partly by the organic development of Transilvania Broker's business, is reflected in **the 8% increase in gross written premiums intermediated in 2025** compared to the previous year, reaching a new record level of over **RON 1.11 billion**. This growth was primarily supported by the expansion of operations, with **the number of policies increasing by 7%**, complemented by the general rise in insurance premiums and, in particular, RCA motor third-party liability policies, following the lifting of the tariff cap for this class

As regards **key financial indicators**, the expansion of distribution activity, in the context of the lifting of caps within the insurance sector, has restored the Company's performance metrics to Transilvania Broker's historical (pre-capping) dynamics. While **revenues from intermediation activities increased as of 31 December 2025 by over RON 21 million (+19.4%)** compared to 2024, **net profit exceeding double the figures reported in 2024, rising by RON 2.83 million (+112.3%)** over the same period and reaching **RON 5.3 million** as of December 31<sup>st</sup>, 2025.

The sharp upward dynamics of the financial results in 2025 was predominantly driven by the last quarter of the year. In Q4 2025, against a 6.7% increase in the volume of gross written premiums intermediated compared to Q4 2024, **revenues from intermediation activities rose by 44%, while profit increased 12 times compared to the same period** (Q4 2024).

Compared to the **levels budgeted for 2025** as approved by the Ordinary General Meeting of Shareholders held on 28 April 2025, **revenues from distribution activities exceeded the budget by 7%, while the profit reported as at 31 December 2025 was 93% above the forecasted level**.

In terms of efficiency indicators, the average **gross distribution commission** stood at around **11.5%**, up by 1.1 percentage points (+10.6%) compared to 2024. The annual **profit margin reached 4.2%, a level 78% higher** than that of the reference period, mainly supported by the 10.4% margin recorded in the fourth quarter of 2025, close to the Company's historical levels.

The favorable developments recorded in 2025 reflect both temporary effects, driven by the removal of tariff caps, particularly in the MTPL (RCA) segment, as well as structural factors, such as the strengthening of partnership relationships and the organic development of the distribution network. In this context, although part of the accelerated profitability growth—especially in the fourth quarter—may be non-recurring in nature, the improvement in commission levels and the expansion of the business base create the conditions for maintaining solid operational performance in the periods ahead.

### 1.1. General business assessment

---

The annual individual financial statements were prepared by the Company in compliance with the provisions of the Accounting Law no. 82/199, republished with further amendments and with the FSA Norm 36/2015 for the approval of the Accounting Regulations regarding the individual annual financial statements and the consolidated annual financial statements applicable to the insurance and/or reinsurance brokers in force on the reporting date 31.12.2018 ("FSA Norm 36/2015").

The Company's management declares that the individual annual financial statements present a true and fair view of the financial position, financial performance, and other information relating to the activities carried out, and confirms their compliance, in all material respects, with the applicable reporting framework.

The applicable tax treatment was implemented in accordance with the provisions of Law No. 227/2015 regarding the Fiscal Code, as subsequently amended and supplemented. In the process of preparing the financial statements, the fundamental accounting principles regarding the recognition and measurement of balance sheet items were observed and applied consistently in order to ensure the comparability of information over time.

No offsetting was made between assets and liabilities or between income and expenses. The preparation of the financial statements involves the use of estimates and professional judgments by management, based on the most recent information available. Furthermore, the financial statements were prepared on a going concern basis, as no significant uncertainties were identified that would call into question the Company's ability to continue its operations in the foreseeable future.

The Company's economic and financial transactions are recorded in the accounting records on the basis of supporting documents and are reflected in the accounting registers in accordance with the applicable legal provisions.

The individual annual financial statements were approved by the Board of Directors at its meeting held on 25 March 2026 and were audited by the financial auditor, RAO AUDIT OFFICE SRL, which expressed the opinion that they "present a true and fair view of the Company's financial position as at 31 December 2025, as well as of its financial performance and cash flows for the financial year ended 31 December 2025.

The main performance indicators for 2025 are:

**Net Result: RON 5,341.5 thous;**

**Net turnover: RON 127,247.5 thous;**

### **Liquidity and solvency indicators**

Liquidity, solvency and leverage ratios reflect the solid financial position of Transilvania Broker de Asigurare S.A., both in the short term and in the medium and long term.

<b>Liquidity and solvency indicators</b>	<b>Calculation formula</b>	<b>31.12.2024</b>	<b>31.12.2025</b>	<b>Reference ranges</b>
Overall/current liquidity	Current assets / Current liabilities	<b>1.374</b>	<b>1.492</b>	>2
Quick liquidity (cash ratio)	Cash / Current liabilities	<b>0.549</b>	<b>0.607</b>	>0.5
Overall solvency	Total assets / Total debts	<b>1.589</b>	<b>1.813</b>	>1
Capital solvency	Equity / Permanent capital*100	<b>0.371</b>	<b>0.448</b>	>30%
Debt indicator	Borrowed capital / Permanent capital*100	<b>8.62%</b>	<b>3.46%</b>	<50%
Debt ratio	Total liabilities / Total assets*100	<b>62.9%</b>	<b>55.2%</b>	<80%

**Liquidity indicators** remain within comfortable ranges, reflecting the Company's ability to cover its short-term obligations from available current assets. However, given the specific nature of the distribution business, these indicators capture a point-in-time position and are influenced by the dynamics of cash flows arising from settlement cycles between the Company, insurers, and business partners. In this context, liquidity ratios may fluctuate significantly from one period to another without necessarily indicating structural changes in the Company's financial position; accordingly, their relevance in a long-term assessment is relatively limited.

With regard to **solvency indicators**, the reporting period shows an improvement in the general solvency ratio, driven by a reduction in total liabilities alongside an increase in total assets. This development highlights the strengthening of the Company's financial position and an enhanced capacity to cover total obligations from the assets it holds.

The Company's **financing structure** improved significantly following the settlement of its long-term obligations, so that, as at 31 December 2025, permanent capital consists exclusively of equity. At the same time, **leverage indicators** remain at levels well below thresholds generally considered prudent, reflecting a low-risk profile and a high degree of financial autonomy. This positioning provides the Company with substantial financial flexibility and facilitates access to external financing sources should development initiatives arise.

Profitability indicators	Calculation formula	2024	2025
		December 31	December 31
Operating result margin	Operational result / Turnover *100	2,6%	4,9%
Net profit margin	Net Profit / Turnover *100	2,4%	4,2%
Financial profitability margin	Net profit / Equity *100	27,1%	46,0%
Return on permanent capital	Net Profit / Permanent Capital *100	26%	45,3%

**Profitability indicators** reflect the favorable trajectory of revenues and earnings during the reporting period, while also evidencing disciplined cost management and the efficient deployment of shareholder capital.

**b) Cash - flow: changes that occurred in terms of cash flows pertaining to the main activity, financial investment and operations, cash equivalents at the beginning and end of reporting period**

Indicator (RON)	Results pertaining to the reporting period	
	31.12.2024	31.12.2025
NET CASH FROM OPERATING ACTIVITIES	-2,949,766	1,715,311
NET CASH FROM INVESTMENT ACTIVITIES	5,091,595	-1,005,896
NET CASH FROM FINANCING ACTIVITIES	-542,019	-525,126
CASH AND CASH EQUIVALENTS ON JANUARY 1ST	8,819,527	8,381,980
NET INCREASE/ DECREASE OF CASH AND CASH EQUIVALENTS	1,599,810	184,289
EXCHANGE RATE IMPACT ON CASH FLOW VARIATION	-747	-2,459
<b>CASH AND CASH EQUIVALENTS ON DECEMBER 31ST</b>	<b>8,381,980</b>	<b>8,563,810</b>

The cash flow analysis highlights a significant improvement in the cash-generating capacity of Transilvania Broker de Asigurare S.A. from operating activities during the 2025 financial year.

Net cash generated from operating activities recorded a positive development, increasing from a negative level of RON 2,949,766 in 2024 to a positive level of RON 1,715,311 in 2025. This evolution reflects improved operating performance, supported by more efficient working capital management and better handling of the settlement flows specific to the intermediation business.

Cash flows from investing activities recorded a significant change, from a positive level of RON 5,091,595 in 2024 to a negative level of RON 1,005,896 in 2025, mainly as a result of investments made during the financial year, including the establishment and funding of the participation in Transilvania Financial Services SRL.

As regards financing activities, cash flows remained relatively stable at a negative level of RON 525,126 in 2025 (RON 542,019 in 2024), mainly reflecting payments related to the Company's financial obligations

## **1.2. Assessment of the technical operations of the Company**

TRANSILVANIA BROKER de ASIGURARE S.A.. carries out its activities and provides professional services on the commercial insurance market in Romania.

The main insurance products that are intermediated by the Company are:

- Life insurance;
- Health Insurance;
- Accident insurance;
- Insurance of land transport means;
- Insurance of railway means of transport;
- Insurance of air transportation;
- Insurance of sea, lake and river transport means;
- Insurance of goods in transit;
- Home insurance;
- Insurance of buildings and property belonging to legal entities;
- Third liability insurance for motor vehicles.

The Company provides professional services to clients or prospects with regards to:

- Distribution of insurance through maintaining a fair treatment of all clients, in compliance with the legal provisions in force pertaining to insurance and reinsurance distribution and avoidance of unfair, fraudulent or abusive practices;
- Identification of risks that may be the subject of insurance policies, their analysis, assessment and management;
- Recommending solutions to minimise or transfer the risks that may be insured;
- In terms of products and services' offer, the sales staff of the Company's agent provide clients with comprehensive, coherent, accurate, objective and realistic insight on the insurance recommended, so that the latter may take an informed decision;



- Consultancy to clients and prospects on the basis of thorough assessment of their needs and requirements, so that insurance contracts meet their expectations;
- Analysis of current insurance policies;
- Setting up of adequate insurance programme;
- Negotiation of insurance terms and conditions, analysis of opportunities of the market related to quality:price ratio and choosing of the most adequate insurance solution, in compliance with the clients' interests;
- Sound management of insurance contracts within their validity period and tailor making to the dynamics of clients' businesses;
- Support in the process of damages' settlement and receipt of insurance compensation;
- Provision of insight on the insurance market in Romania.

The potential clients receive the following information regarding rights and insight before signing their insurance contracts:

- Definition of each event that can be covered by the insurance, the compensation in case of occurrence of the insured event, each additional/ optional benefit or provision;
- Events that are not covered by the insurance;
- Commencement and termination of the insurance contract;
- Provisions for performance, suspension or termination of the insurance contract;
- Insight on any rights that the parties may have to early termination or by unilateral decision, as well as penalties provided for by the contract for such cases;
- Payment of insurance premiums- means and payment terms;
- Payment of insurance compensation, redemption or insured amounts- means and payment terms;
- Insight on the premiums afferent to each type of benefit, main or additional, as the case;
- Insight on the grace period offered;
- Bonuses- calculation and distribution;
- Total redemption amount, discounted insured amounts, as well as the threshold up to which these are guaranteed for each year of insurance contract;
- Highlighting on the cases when redemption value of the insurance policy is null;
- Legal proceedings for sorting out potential litigations arising from execution of the contract, as well as insight on the means for amiable settlement of claims submitted by clients or by the contracts' beneficiaries, as the case, while the latter do not represent a constraint to waive to the legal proceedings in force.
- General information on deductions under the tax legislation applicable to insurance contracts;
- The law applicable to the insurance contract;
- the Policyholders' Guarantee Fund

The Company created a vast network of over 1,000 brokerage agents (both natural and legal persons) and 4 registered offices covering 39 counties at national level, besides Bucharest. The four registered offices are in:

- Sibiu (str. Justiției nr. 10, jud. Sibiu)
- București (str. Elena Caragiani nr. 21D, ap. 1, sector 1)
- Pitești (str. Intrarea Rozelor nr. 3, jud. Argeș)

The efficiency and productivity of the agents network are significantly improving through the recent trend of digitization of the brokerage activity, i.e. through the online issuance of insurance premiums and the online / digital marketing and promotional campaigns.

In 2025, the 7% increase in the number of intermediated policies and the 8% increase in their volume compared to the 2024 reference period resulted in an intermediated premium volume of over RON 1.11 billion as at 31 December 2025.

The volume of premiums intermediated by Transilvania Broker's distribution assistants maintained the growth momentum recorded in the previous period, exceeding RON 1,110.8 million in 2025, up 8% compared to the 2024 reference year. This dynamic was supported by most of the insurance classes that are significant within the intermediated premium portfolio.

The insurance classes that recorded the highest percentage increases in Transilvania Broker's intermediated premium portfolio in 2025 compared to 2024 were A11 (+409%), A7 (+19%), A15 (+18%), A10 (+11%), A18 (+10%), A16 (+9%) and A1 (+7%). At the same time, the contribution in absolute volume to the 8% increase in intermediated premiums in 2025 was driven primarily by class A10 (MTPL), followed by A15 (Suretyship), A3 (Land vehicles insurance, other than railway rolling stock) and A8 (Fire and natural forces insurance). The insurance classes with a relevant share in the total volume of intermediated premiums that recorded declines compared to 2024 were A2 (Health insurance), A9 (Insurance against hail, frost and other risks other than those included in class A8) and A13 (General liability insurance).

### **Operational infrastructure**

The technical *back-office* support for the whole activity performed in such an extensive network is ensured by 24Broker integrated application, which covers multiple functions: (i) *issuing of insurance policies and their management* (reports of the due instalment payments, expiry dates, automated informing the clients, automated validation of paid amounts, policies' cancellation etc.) (ii) *invoice issuing to the insurer companies*; (iii) *calculation of commission fees owed to brokerage agents*; (iv) *clients' portfolio management*; (v) *brokerage agents' management* etc.

In 2025, the Company's management allocated a budget of RON 2,232.6 thousand to the development of its digitalization systems, both for the online issuance of insurance policies and for back-office and support functions dedicated to partner agents, representing an increase of 33% compared to 2024, mainly driven by the investments required for integration with the systems of strategic partners.

### **1.3. Assessment of sales activity. Market Share. Competition**

According to the latest ASF report on the Romanian insurance market available as at the date of preparation of this report, the intermediation rate of total gross written insurance premiums *in the first nine months* of 2025 was 67%, close to the level reported for 2024, while the volume of intermediated premiums exceeded RON 12.5 billion, up 9.4% compared to 2024.

According to the aforementioned ASF report, as at 30 September 2025, Transilvania Broker de Asigurare S.A. maintained its fourth position in the ranking of insurance distribution companies by volume of intermediated premiums, with a market share of 6%. The Company's main competitors are Safety Broker de Asigurare S.A., Marsh - Broker de Asigurare-Reasigurare S.R.L., Destine Broker de Asigurare-Reasigurare S.R.L., and Inter Broker de Asigurare S.R.L., entities with significant market presence and extensive distribution networks.

## Client Portfolio. Dependency rate

The Company has developed a diversified portfolio of customers, therefore *there is no dependence on a single customer* or on a small number of customers, which reduces the market risk and gives resilience and sustainability to the business.

### 1.4. Assessment of the Company's personnel

The relevant information on the evolution of the Company's personnel in 2025 is presented in the table below:

Number of employees (end of year)	2024	2025
Economists	23	23
IT Experts	1	0
Legal advisors	5	5
Others - long-term higher education	8	9
Others - short- term higher education	2	2
Secondary education (technical profile)	1	1
TOTAL	40	40

Along 2025, the Company organised events for informing and training of employees and agents with regards to the trends on the market and the news on legal and organisational issues

There were no conflicts reported between managers and employees in the Company in the reporting period.

### 1.5. Outlook

#### Expected developments within the company

In 2026, the trends within the internal environment of Transilvania Broker de Asigurare S.A. are focused on **consolidating the organic growth model, diversifying revenue sources, and increasing operational efficiency, against the background of the Company's strategic repositioning towards a broader financial services ecosystem.**

One relevant internal direction concerns the continued **operational integration of the strategic partnerships already initiated**, with emphasis on leveraging commercial synergies, expanding distribution channels, and creating additional cross-selling opportunities across products and customer segments. In this context, the Company aims to extend its presence into areas adjacent to its traditional insurance brokerage activity, particularly in the field of products with structures similar to bancassurance, fintech, and insurtech.

Another important internal trend is the **strengthening of the technological component** within the Company's operating model. Management intends to continuously optimize the B2B and B2C platforms, implement an advanced CRM system, and develop marketing automation tools in order to improve digital conversion, shorten quotation and policy issuance time, optimize the cost per policy, and enhance operational efficiency across the entire organization.

At the same time, the Company is pursuing the expansion and consolidation of its intermediated product portfolio through the development of modular offerings and cross-sell programs, as well as through a stronger commercial focus on segments with high growth and margin potential, namely SMEs, corporate fleet, corporate health insurance, home insurance, and life insurance.

From an organizational perspective, the internal trends for 2026 include **strengthening the distribution network** through investments in the recruitment, training, and retention of partners and agents, as well as increasing the advisory capability of the sales network. This direction is intended to support both the growth of intermediated volumes and the improvement of the quality of client interaction, while enabling a more effective capitalization on new business opportunities.

Overall, the Company's internal outlook for 2026 is defined by a focus on **operational scaling, digitalization, commercial diversification, and disciplined strategy execution**, with the objective of supporting profitable growth and strengthening the Company's competitive position.

### Expected developments in the outer environment

**The maintenance of caps on insurance premiums and intermediary commissions** following the bankruptcy of Euroins Romania represents both a catalyzing and intensifying factor for the concentration on the insurance intermediaries market. Pressures on revenues and results compel insurance brokerage companies to take rapid measures, testing their resilience, flexibility, adaptability, and capacity to identify and implement solutions that optimize the business model, reconfiguring it towards reduced dependence on mandatory insurances, particularly RCA, and ensuring development sustainability under any external circumstances.

Apart from the temporary regulatory constraints limiting the free evolution of the market, there has been a noticeable trend **towards intensified competition in the intermediaries market**, amid the decreasing importance and number of market entry barriers, mainly due to unlimited virtual opportunities and digitalization.

**The digitalization of the sector, integrating artificial intelligence into operational processes and strategic sales** tools, has necessitated the adoption of paradigms focused on seizing opportunities from technological progress at the level of business models, growth, and product portfolio, not just operational processes. Thus, for intermediaries, digitalization, technologization, and elements of artificial intelligence have opened the way to new markets and opportunities—a trend that the management of Transylvania Broker has understood, anticipated, and promptly aligned its strategic and managerial vision with.

**The accelerated diversification of (secondary) insurance products** as a direct effect of an innovative approach in the insurance product area, catering to increasingly diverse needs, is another direct effect of digitalization that supports and facilitates this trend. Digital marketing tools identify unexplored insurance needs, customize products, and distribute them with minimal time and resource costs, in large volumes. In turn, the market readily absorbs products such as insurance for rented spaces or properties, pet insurance, or cyberattack insurance—products tailored to current behavioural and consumption trends, in continuous dynamics. Moreover, this array of new secondary insurance products becomes a lever for customer loyalty and the longevity of the relationship with them.

**The model of an independent intermediary** from a certain insurer is becoming more and more established in the brokerage market, taking into account the new business and partnership opportunities. The consumer profile encourages this trend, as they seek for consultancy, guidance and alternatives - elements specific to an independent broker, and implicitly, to Transilvania Broker.

## **1.6. Assessment of the impact of Issuer's activity on the environment**

---

The company is not aware of any potential adverse effects on the environment as a result of its operations, which should be quantified. The result of such potential effects is uncertain and the management of the Company does not consider it necessary to make provisions concerning such debts regarding the environment.

On December 31st, 2025 the Company complies with all conditions necessary for operating its activities as provided for by the legislation in force pertaining to environment protection. It has been granted the authorisation to function by the Environment Agency in Romania.

## **1.7. Assessment of research and development activity**

---

During the reported period, according to the data taken from the Company's balance sheet, there were no fixed intangible assets representing expenses incurred from the research - development activity of the Company.

## **1.8. Assessment of the Company's risk management**

---

### **The Issuer's internal controlling system**

The internal control system of Transilvania Broker de Asigurare S.A. consists of the set of policies, procedures, and mechanisms implemented at the level of the Company, with the objective of providing management with reasonable assurance regarding the achievement of operational, financial, and compliance objectives.

This system includes the following main components:

The Code of Ethical Conduct, which reflects the Company's values and business environment, ensuring compliance with the applicable laws and regulations, as well as the existence of mechanisms through which employees may report, without fear of negative consequences, any breaches of conduct rules or other dysfunctions;

Operational policies and procedures, formalized in a dedicated manual, which ensure the efficient and controlled performance of activities across all departments;

The risk management system, which includes the processes and resources necessary for identifying, assessing, monitoring, and managing the significant risks to which the Company is exposed;

Internal control procedures, formalized in a specific manual, aimed at implementing an adequate control framework for risk management and providing reasonable assurance with regard to:

- compliance with the applicable legal and regulatory framework;
- the accurate and complete recording of transactions and the fair preparation of financial statements;
- the safeguarding of assets and information;
- the prevention and detection of fraud and errors;

- ensuring the quality of accounting documents and the timely provision of relevant and reliable information for the decision-making process.

### **Assessment of the risk management and internal control framework**

The Board of Directors of Transilvania Broker de Asigurare S.A. informs the shareholders that, during the financial year ended, it carried out the annual assessment of the adequacy and effectiveness of the risk management framework and the internal control system, in accordance with the provisions of the Bucharest Stock Exchange Corporate Governance Code.

The assessment covered the organizational structure, internal policies and procedures, the mechanisms for risk identification, assessment, monitoring, and reporting, as well as the activity of the control functions (internal audit, internal control, and risk management).

Following this assessment, the Board of Directors considers that the risk management and internal control systems are adequate to the complexity and specific nature of the Company's business and operate effectively, providing reasonable assurance with respect to:

- compliance with the applicable legal and regulatory framework;
- the safeguarding of the Company's assets;
- the reliability and integrity of financial and operational reporting;
- the proper management of significant risks.

The Board of Directors continuously monitors the improvement of the internal control and risk management framework, based on the recommendations formulated by the control functions and on relevant best practices in the field.

### **The Company's exposure to the market, credit and liquidity risks**

The activity of financial risk management is an integral part of the process of financial planning and controlling, it is subject to strategic and tactical decisions of continuous adaptation to the inside and outside conditions and environment, which are constantly changing. Financial decisions are made based on the cash flows provided for in future contracts, which are par excellence uncertain. Risk is therefore an inherent component of financial decisions

#### **Financial risk includes market risk, liquidity risk and credit risk.**

##### **a) Market risk (exchange rate risk, interest risk , price risk)**

Unpredictable changes in the evolution of *interest rate*, *currency exchange rates* or *prices* do have an impact on the financial results of the Company:

##### **➤ Exchange rate risk**

The Company is not exposed to this risk, as the Company's activities are carried out almost entirely on the domestic market. The concluded economic relations, liable to record losses due to the variation in the exchange rate of the currency during the period between the conclusion of the contract and its maturity, represent an insignificant weight. At the date of the financial statements, the Company records insignificant balances related to debts denominated in foreign currency (the debt regarding the financial leasing contract underway).

➤ **Interest rate risk**

The Company is exposed to the risk of fluctuating interest rates upon contracting of investment loans with a variable interest rate, at the end of 2018 and 2020, respectively. The exposure of the Company to risks pertaining to change in interest rates on the cashflows is partially covered by the cash flows kept as 'over night' deposits, which also incur into fluctuating interest rates.

The level of the interest coverage ratio based on gross profit, as calculated for 2025, indicates the Company's strong capacity to meet its obligations relating to financing costs, which reflects a low exposure to interest rate risk.

➤ **Price risk**

The price risk refers to price of resources, the currency exchange rates and the interest rates. It may appear especially when long-term contracts are concluded. The Company operates with contracts concluded for relatively short-term, so that it is not exposed to this risk.

**b) Liquidity risk**

The current liquidity is the Company's capacity to cover current liabilities out of the current assets. The minimum threshold recommended for this indicator is 2.

The Management of the Company assess the exposure to the liquidity risk. The Company's policy with respect to liquidity risk is to always keep enough resources to cover liabilities when they are due, as well as to ensure a balance between payables and receivables.

The liquidity indicators, with values close to the secure zone, reflect the peculiarities of the insurance brokerage activity, in which the terms of settlement of claims and debts in relation to insurers and, respectively, assistants are regulated legally and procedurally.

**c) Credit risk**

The Company is paid for the services provided in a relatively short term from the moment services are performed and conducts business relations only with recognized third parties.

According to the contracts concluded, receivables are permanently monitored, prudential thresholds are settled and so there is no significant exposure of the Company to the credit risk. Guarantees offered ensure maximum security and the credit risk is minimal.

The Management analyses all debtors when setting the credit thresholds, monitors their conduct along the contractual period and ensures that due dates are observed. In case of default of payment receipt, action is taken in order to secure payment.

## 2. Tangible assets of the Company

---

The main tangible assets of the Issuer consist of the real estate properties – land lots and buildings - held with the function of registered office in Bistrita and, respectively, as secondary office in Bucharest. Their total acquisition value is RON 3,819 thous.

Aside buildings and land lots serving as registered office, with positive effects in terms of efficient organisation and performance of activities, operational costs, as well as the image of the Company, at the end of the reporting year, Transilvania Broker owned vehicles, equipment and furniture of RON 2,294.7 thous. at cost value.

In respect of land improvements and buildings, the company recorded depreciation expenditure in the total amount of RON 421.3 thous. at the end of the reporting period. The value of amortisation for fixed assets such as technical installations, means of transport, other equipment and furniture is of RON 1,829.8 thous. The management of the Company considers that the wear and tear level does not raise significant problems on the performance of its activity.

The management also declare that there are no problems regarding the property right over the tangible assets owned by the Company.

### 3. The market for the securities issued by the Company

The shares of Transilvania Broker de Asigurare S.A. have been admitted to trading on the regulated market of the Bucharest Stock Exchange S.A., Main Market, "Standard" category, since 2 November 2017, under the ticker symbol TBK.

The quality of the communication between Transilvania Broker's management and investors, as well as the capital market as a whole, corroborated by the recent developments in the insurance and insurance intermediation market – driven primarily by the decisions of the regulatory authorities regarding the capping of premiums and intermediation commissions – is reflected both in the historical evolution of the Company's share price and in its return to an upward trend starting from the second half of 2025.



The total return of the share from the beginning of 2025 to date, including the dividend, is approximately 11%.

#### Dividend Policy

Given the positive performance recorded in Transilvania Broker's activity, the strength of the premises underpinning the implementation of its growth strategy, and the economic and financial stability and balance reflected in a favorable share price performance despite a challenging year, we confidently reaffirm that Transilvania Broker de Asigurare S.A. will remain, both on the stock

exchange and within its industry, a strong and reliable company, with a stable dividend policy favorable to its shareholders.

From a corporate perspective, 2025 was marked by the approval, by the Ordinary General Meeting of Shareholders held on 28 April 2025, of the distribution of a gross dividend of RON 0.6 per share, in a total amount of RON 3 million. The dividend corresponds to a yield of approximately 5%, calculated by reference to the share price as at the date of the OGMS approving the dividend (as well as on the ex-dividend date), while the total return of the share from the beginning of 2025 to date, including the dividend, is approximately 11%.

The dividends distributed pursuant to the resolution of the Ordinary General Meeting of Shareholders from the results of the most recent financial years are presented below:

*Dividends granted in the past 3 years*

<b>Corresponding financial year:</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
<b>Dividends' value (RON)</b>	5.000.000	3.000.000	6.000.000

The Company commits to unconditional compliance with the Corporate Governance principles applicable to the Issuers whose securities are traded on a regulated market. The Company adopted a dividends' policy consisting in a set of directions to be met related to the distribution of net profits. The Company states that it shall comply with this policy, highlighting on relevant principles pertaining to the dividends' policy:

- (1) The Company acknowledges the shareholders' rights to be paid dividends, as a way of involvement to the net profits registered by the Company as well as a return on the capital invested in the Company;
- (2) While grounding for distribution of net profits obtained within a financial year, the Board of Directors of the Company shall aim to a balanced distribution of the net profits between dividends granted to the shareholders and the part to stay with the Company for investments, all in compliance with a prudent approach of management, for the sake of a sustainable development of the company on medium and long term;
- (3) The dividends the shareholders are entitled to shall be distributed exclusively out of the net profits of the Company pertaining to a certain financial year, as per applicable accounting regulations and audited book keeping, according to the law and with the observance of other legal provisions that are relevant in the industry;
- (4) The dividends are granted to shareholders either in the form of cash or by issuing free shares as a result of capitalisation of net profits accrued by the Company. Irrespective of the way chosen, the proposal for dividends' distribution is made by the Board of Directors under the form of financial statements to the investors. The final decision on dividends' distribution is taken by the General Assembly, according to the law in force.

The dividend policy may be visited on the official website of the Company.

## Repurchase of Own Shares

As of the date of this report, there is no ongoing activity related to the repurchase of own shares.

## Subsidiaries and Their Holdings

As at 31 December 2025, the Company holds 100% of the share capital of Transilvania Financial Services S.R.L. This subsidiary was incorporated on 2 December 2024, and the contribution to the share capital, amounting to RON 1,000,000, was fully paid during 2025.

As of 31.12.2025, the Company's offices are located in:

- Sibiu, str. Justiției, nr.10, jud. Sibiu;
- București Sector 1, str. Elena Caragiani, nr.21D, ap.1;
- Pitești, Intrarea Rozelor, nr.3, jud. Argeș

During the reporting period, the Company did not issue any bonds and/or other debt securities.

# 4. Corporate Governance

---

## 4.1. Issuer's management - Corporate Governance Structures

---

### Board of Directors

Transilvania Broker de Asigurare is a public listed stock company organised as a unitary system: its management is ensured by a Board of Directors whose members are appointed by the Ordinary General Shareholders Assembly (OGSA) for a 4-year mandate. The Board of Directors is subordinated to the General Shareholders Assembly (GSA). The latter delegates competences for executive management to the Directors of the Company. The Board of Directors operates in compliance with the Board's Regulations and performs responsibilities assigned through statutory documents and mandate agreements, as well as legal provisions.

The Company management is ensured, at the top level, by a Board of Directors consisting of five directors. In 2025, the members of the Board were:

- Dan Niculae - **Chairman and executive member of the Board**. With an over 18 year - experience in the field of insurance and banking financial instruments, Mr Dan Niculae has been appointed in executive positions in Transilvania Broker de Asigurare S.A since 2010 and started his mandate as Chairman in June 2017. At 31.12.2025 he owned 489,261 shares, representing 9,78% of the Company's share capital and voting rights in the GSA;
- Gabriel-Alexandru Țuică - **non-executive member** of the Board and member of the Audit Committee, gained an over 17-year experience as insurance broker/ agent. Mr. Țuică does not own shares in the Issuer's share capital.
- Daniela Tasia Deneș - **independent member** of the Board and Chairman of the Audit Committee starting June 2017, has an over 20-year experience in the financial accounting field and a 13-year experience as certified accountant, auditor, tax consultant, as well as legal expertise since 2013; Ms Tasia Deneș does not own shares in the share capital of the Company

- Gabriel Login - **member** of the Board and main shareholder, with over 25 years of experience in the insurance industry whereof more than 20 years with Transilvania Broker, undertaking both executive and non-executive positions in the upper management of the Company along the years. As of 31.12.2025, Mr. Login owned 707,588 shares, representing 14,15% of the share capital and of the total voting rights of the Issuer.
- Carmen-Loredana Bobu - **independent member** of the Board, with vast relevant experience as investor on the capital market. As of 31.12.2025, Ms. Bobu held 113 shares (0.0022%) in the Issuer's share capital.

The resumes of the five members of the Board may be seen on the Company's website.

Among Board members, there are no family ties.

The total value of the revenues received by the members of the Board of Directors for the 2025 financial year, in relation to the issuer, was 560,138 lei, in accordance with the Remuneration Policy of the management, available on the company's website. Details regarding the distribution of these revenues and their components can be found in the 2025 Remuneration Report, also available on the Transilvania Broker website.

During the 2025 financial year, the Board of Directors convened in 4 meetings to analyse and discuss matters of major importance for the company, diligently fulfilling all necessary actions for achieving the company's corporate purpose and the responsibilities undertaken under the mandate agreement.

### The Audit Committee

According to the legal provisions in force, an Audit Committee is organized within the Board of Directors. This Committee has a consultative role and is formed of 2 members:

- Mrs. Daniela Tasia Denes, Chairman;
- Mr. Gabriel Alexandru Tuica, member.

The Audit Committee consists only of non-executive directors and at least one member of the Committee is an independent non-executive Director. Mrs Daniela Tasia Deneş has relevant expertise in application of accounting and financial audit principles.

The Audit Committee assists the Board of Directors in the latter accomplishment of responsibilities with regards to internal audit and advises pertaining to the Company's strategy and policy for internal control, internal and external audit, as well as control on the way significant risks are managed.

The Audit Committee's aims are:

- supervision of all aspects related to audit and risks of the Company;
- check and control on the adequacy, independence and efficiency level or internal audit of the Company;
- analysis and check of the accuracy of the financial statements of the Company, as well as of other important reporting;
- monitoring and checking on the independence, objectivity and efficiency of external auditor;
- close supervision of the risk profile of the Company, identification of main exposure areas and submitting relevant information in this respect, to the Board, on a regular basis.

The Audit Committee is entitled to conduct or authorise investigations as deemed necessary to any of its responsibility areas.

On the basis of review, discussions, assessments and remedies accomplished and contained in the Audit Report submitted to the Board of Directors, the Audit Committee recommended to the Company's management and the latter approved that audited financial statements should be included in the Annual Report for the financial year ended December 31st 2025.

### **Executive Management**

**The Executive management** is appointed by the Company's Board of Directors. It informs the Board of Directors on the activity undergone between the former's regular meetings. Executive management is also empowered to run and coordinate the daily activity of the Company and is entitled to represent the Company, as insurance brokerage company.

As at 31.12.2025, the executive management of the Company was ensured by:

- BALTASIU Sorin Ștefan - General Manager;
- COTIAC Ion - Executive Manager.

As of 31.12.2025, Mr. Baltasiu owned 4,535 shares of Transilvania Broker de Asigurare S.A., while Mr. Cotiac Ion owned 5,141 shares in the share capital of the Company.

The members of executive management have competence and responsibilities as per the job description/ duties committed to in the administration mandate agreement. None of the people with positions in the executive management or Board of Directors of the Company has been involved in litigations or administrative proceedings pertaining to the Issuer and has disclosed on any agreement, deal or family relationship to other person belonging to executive management or Board of Directors.

The resumes of the two executive managers of the Company may be seen on the Company's website.

The remuneration for the executive management in 2025 related to their activities for the Issuer was in full compliance with the Remuneration Policy, as it is posted on the Company's website. The components of individual remuneration for executive management are available in the Remuneration Report for 2025, published also on the company's website.

## **4.2. The Statement of the Company regarding the compliance with the Corporate Governance Code, Bucharest Stock Exchange**

---

The Company adheres to and voluntarily applies the principles provided for by the Corporate Governance Code of BSE for the issuers admitted for transactions on the regulated market of BSE.

The Statement regarding the Company's compliance to the Corporate Governance Principles as per the Corporate Governance Code issued by BSE for all issuers admitted for transactions on the regulated market of BSE is contained below.

The activity of the Board of Administrators has not been assessed withing financial year ended 31.12.2025.

The Company's management declares that the Remuneration Policy for management, as adopted by resolution of the Ordinary General Meeting of Shareholders dated 27 April 2021 and revised in April, 2025, made available to all interested persons on the Company's website, was complied with

and implemented without derogations or exceptions throughout the entire reporting period. The Remuneration Report, describing the manner in which the Remuneration Policy was implemented during 2025, will be submitted for approval to the Ordinary General Meeting of Shareholders to be held on 28 April 2026, together with the revised Remuneration Policy.

The statement regarding the level of compliance with BVB Code of Corporate Governance joins the present Report and is made available in Annex 1 of the present Report, as well as on the BVB website and on the Company's website dedicated to shareholders.

Other aspects related to corporate governance are presented in the Company's Corporate Governance Regulation, published on its website.

## 5. Analysis of the economic financial position of the Company

The analysis of the economic- financial position of the Company by way of comparing the previous reporting period to the current position at the beginning of the year highlights on the following aspects:

### 5.1. FINANCIAL POSITION ANALYSIS

<b>ASSETS</b>				
<b>Indicators (lei)</b>	<b>2024</b> December 31	<b>2025</b> December 31	<b>Change (%)</b> 2025/2024	<b>Share in</b> <b>Total Assets</b> at 31.12.2025
<b>Fixed assets</b>	<b>3,967,891</b>	<b>4,772,135</b>	<b>+20.3%</b>	<b>18.5%</b>
Intangible assets	2,302	24,716	+974%	0.1%
Tangible assets	3,954,700	3,736,529	-5.5%	14.5%
Financial assets	10,890	1,010,890	+9183%	3.9%
<b>Current assets</b>	<b>20,495,978</b>	<b>20,895,714</b>	<b>+2.0%</b>	<b>81.2%</b>
Inventories	182	294	+67.1%	-
Receivables, of which:	<b>12,113,816</b>	<b>12,331,609</b>	<b>+1.8%</b>	<b>47.9%</b>
<i>brokerage related receivables</i>	148,124	501,940	+238.9%	1.9%
<i>other receivables</i>	11,965,692	11,829,669	-1.1%	45.9%
Cash and bank accounts	<b>8,381,980</b>	<b>8,563,810</b>	+2.2%	33.3%
<b>Prepayments</b>	<b>42,529</b>	<b>80,788</b>	<b>+90.0%</b>	<b>0.3%</b>
<b>TOTAL ASSETS</b>	<b>24,506,398</b>	<b>25,748,638</b>	<b>+5.1%</b>	<b>100%</b>

During the reporting period, the value of the Company's **total assets** increased by 3.5% compared to the previous financial year, as a result of both the dynamics of **financial fixed assets**, which increased by RON 1,000 thousand, and the increase in the value of **current assets** by RON 399.7 thousand, respectively 2% over the same period.

The value **of current assets**, the most significant asset category for Transilvania Broker de Asigurare S.A., representing 81.3% of total assets, remained relatively stable, with the marginal increase in cash and cash equivalents (+2.2%) being offset by the decrease in receivables (-1.2%).

**Receivables**, representing 59.3% of total current assets, consist, in proportion of 93.9%, of receivables derived – directly or indirectly – from distribution activities, the collection term of which is regulated and monitored through internal procedures and legal provisions. Their dynamics also largely reflect the variation in the intensity of activity during the latest settlement cycles of the reporting period, a variation that is also reflected in the dynamics of short-term liabilities derived from distribution activities. The value of impairment adjustments for receivables as at 31 December 2025 amounts to RON 165.4 thousand.

**Cash and cash equivalents**, with a closing balance of RON 8,563.8 thousand and contributing 41% to total current assets, show an increase of 2.2% compared to the beginning of the financial year.

Own cash and cash equivalents, amounting to RON 2,203.2 thousand and representing 25.7% of total cash and cash equivalents, record a significant decrease compared to the beginning of the reporting period, predominantly against the background of the distribution of dividends in a total gross amount of RON 3,000 thousand in 2025, partially offset by the positive cash flows generated by the profit of the period.

Amounts available in collection accounts mediating settlements with insurers increased by 60% compared to the beginning of the financial year, an evolution also directly correlated with the variation in the intensity of activity during the latest settlement cycles of the various reporting periods.

As a result of the registration of holdings representing 100% of the share capital **of Transilvania Financial Services SRL**, a company established and authorized to carry out credit brokerage activities, **financial fixed assets** as at 31 December 2025 increased in value from RON 10.9 thousand to RON 1,010.9 thousand, structurally representing 3.9% of the value of Transilvania Broker's assets.

During the same period, the carrying amount of **tangible fixed assets** decreased by 5.5% as a result of depreciation. The value of acquisitions of intangible assets in the form of licenses amounted to RON 34.1 thousand, while the carrying amount of tangible assets such as equipment and vehicles necessary for operations decreased by RON 3 thousand.

The share of fixed assets in total assets thus increased to 18.5%, from 15.9% at the beginning of the period, as a result of changes in current assets. As at 31 December 2025, the depreciation rate of the Company's fixed assets was 41.5%.

## EQUITY and DEBT

<b>Financial position indicators</b> (values are expressed in lei)	<b>2024</b> December 31	<b>2025</b> December 31	<b>Change (%)</b> 2025/2024	<b>Share in Total Liabilities</b> at 31.12.2025
<b>Current Debt</b>	<b>15,278,402</b>	<b>14,101,157</b>	<b>-7.7%</b>	<b>54.5%</b>
Short term bank loans	430,619	233,019	-45.9%	0.9%
Debt related to distribution activity	13,671,238	12,118,573	-11.4%	46.8%
Other short term debt	1,176,545	1,749,565	48.7%	6.8%
<b>Provisions</b>	<b>459,926</b>	<b>174,764</b>	<b>-62%</b>	<b>0.7%</b>
<b>Deferred income</b>	<b>407,783</b>	<b>174,764</b>	<b>-57.1%</b>	<b>0.7%</b>
<b>Long-term Debt</b>	<b>52,143</b>	<b>0</b>	<b>-</b>	<b>-</b>
Long-term loans	<b>15,738,328</b>	<b>14,275,921</b>	<b>-9.3%</b>	<b>55.2%</b>
Other debt	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
<b>Total debt</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>.-</b>
<b>Share capital</b>	<b>500,000</b>	<b>500,000</b>	<b>-</b>	<b>1.9%</b>

Legal reserves	100,000	100,000	-	0.4%
<b>Retained earnings</b>	6,152,499	5,668,071	-7.9%	21.9%
<b>Reporting period profit</b>	2,515,572	5,341,455	+112.3%	20.6%
<b>Total Equity</b>	<b>9,268,071</b>	<b>11,609,526</b>	<b>+25.3%</b>	<b>44.8%</b>
<b>TOTAL EQUITY AND DEBT</b>	<b>25,006,399</b>	<b>25,885,448</b>	<b>+3.5%</b>	<b>100%</b>

The specific nature of insurance distribution activities, in which settlements between the Company and insurers, on the one hand, and those between the Company and distribution assistants, on the other hand, are monitored in the accounting records in the form of receivables and short-term debt, allocates the largest share of total sources of asset financing to **short-term debt (55%)**.

Debt with a maturity of up to one year decreased by 7.7% during the reporting period compared to the beginning of the financial year, predominantly as a result of the evolution of debt related to distribution activities. This accounts for 86% of the total value of short-term debt, the remainder consisting of liabilities to the state budget and to employees (4.3%), the current portion of the long-term bank loan (3.1%), and other short-term liabilities to third parties. The value of the position "other short-term liabilities" recorded an increase of approximately 50%, mainly driven by corporate income tax, in direct correlation with the increase in gross profit compared to the previous financial year.

Similar to the evolution of receivables derived from brokerage activities and, respectively, of the balance of collection accounts designated for amounts transiting the Company's bank accounts for settlement with insurers, the dynamics of this liability category reflect differences in the intensity of activity during the latest settlement cycles of the reporting period.

As regards the financing structure, following the maturity of the long-term bank loan and in the absence of any new long-term financing, external funding at the end of the reporting period consisted predominantly (98.8%) of short-term liabilities.

In 2025, through the two current reports published on the BVB website on 13 June and 18 July, respectively, the Company informed shareholders and interested parties regarding two litigations in which it was introduced as a party, in its capacity as an insurance intermediary, respectively as defendant and as party summoned under warranty, litigations in which the total value of potential damages is estimated at approximately RON 1.3 million. By reference to the materiality and probability-of-loss thresholds set out in the Company's provisioning policy, the value of the potential damages, as well as the assessment of a probability of success exceeding 70% in the two litigations, led the **Board of Directors to decide not to recognize provisions for litigations during the reporting period and to present**, as a contingent liability in the notes to the financial statements, the potential damage amounting to EUR 200,000 associated with the litigation in which the Company has the capacity of defendant, jointly with the insurance company.

The balance of **deferred income** at the end of the reporting period reflects amounts received in advance under contractual agreements, which will be recognized as revenue in future periods, in accordance with the accrual accounting principle.

Although the financing of assets – largely consisting of receivables and cash and cash equivalents engaged in settlement relationships within the insurance ecosystem – is predominantly carried out through short-term debt, the financing of Transilvania Broker's activity is ensured by own sources of financing in proportion of 45%, the value of **equity** reaching RON 11,609.5 thousand, **25.3%** above the level reported at the beginning of the year.

As a result of the distribution of dividends during the financial year, pursuant to the resolution of the Ordinary General Meeting of Shareholders of 28 April 2025, in the amount of RON 0.6 per share,

respectively a total gross amount of RON 3 million, retained earnings at year-end are RON 484.4 thousand lower compared to the beginning of the financial year. Compared to 2024, the profit of the reporting period amounting to RON **5,341.5 thousand** is **over two times higher** than the profit of the reference period (**+112.3%**).

## 5.2. FINANCIAL PERFORMANCE ANALYSIS

<b>Financial performance indicators</b>				
(values are expressed in lei)	<b>2024</b>	<b>2025</b>	<b>Change (%)</b>	<b>Share in relevant</b>
	December 31	December 31	2025/2024	<b>categ. (%) 2025</b>
Operating Revenues, of which	<b>106,557,167</b>	<b>127,384,244</b>	+19.5%	<b>100%</b>
Revenues from distribution activity	<b>106,530,434</b>	<b>127,247,510</b>	+19.4%	99.9%
Other operating Revenues	26,732.	136,734.	+411.5%	0.1%
Operating Expenditures, of which	<b>103,828,299.</b>	<b>121,131,802</b>	<b>+16.7%</b>	<b>100%</b>
Expenses with fees for brokerage agents and auxiliary assistants	93,337,505.	109,330,974.	+17.1%	90.3%
Personnel expenses	5,789,745.	5,584,832.	-3.5%	4.6%
Expenditure on services provided by third parties	4,148,428.	5,410,305.	+30.4%	4.5%
Other operating expenditure	484,253.	146,089	-69.8%	0.12%
Material expenses	156,825.	182,925.	+16.6%	0.15%
Expenditure on other taxes, fees and similar payments	176,906.	160,533.	-9.8%	0.13%
Amortization expenses	331,314	316,144	-4.6%	0.26%
Current assets depreciation expenditure	-5,852	0	-	-
Adjustments on provisions	-590,823	0	-	-
<b>OPERATING RESULT</b>	<b>2,728,868</b>	<b>6,252,441</b>	<b>+129.1%</b>	<b>-</b>
<b>Financial revenues</b>	221,086.	108,167.	-51.1%	-
<b>Financial expenditures</b>	103,000.	69,339.	-32.7%	-
<b>FINANCIAL RESULT</b>	<b>118,085.</b>	<b>38,828.</b>	<b>-67.1%</b>	<b>-</b>
<b>GROSS RESULT</b>	<b>2,846,953.</b>	<b>6,291,269</b>	<b>+121%</b>	<b>-</b>
Corporate income tax	331,381.	949,814	+186.6%	-
<b>NET RESULT</b>	<b>2,515,572.</b>	<b>5,341,455</b>	<b>+112.3%</b>	<b>-</b>

**Revenues from the intermediation of insurance premiums increased by 19.4% compared to 2024, respectively by RON 20,717.1 thousand, their value reaching RON 127,247.5 thousand.**

The growth rate of **expenses** related to commissions payable to assistants in the intermediation activity compared to 2024 was 17.1%, slightly below the dynamics of revenues from distribution activities (+19.4%), so that the share of these expenses in brokerage revenues decreased by approximately 1.7 percentage point. This development, with a favorable impact on profitability during the reporting period, was facilitated by the consistency with which management applied, in previous periods, the policy of motivating and retaining human resources, a critical resource in the implementation of the development strategy for the forthcoming period. The strategic objective of

strengthening the sales force materialized in aligning the level of brokers' commissions primarily with the level of gross written premiums intermediated, and to a lesser extent with the revenues effectively generated by the Company.

Other operating expenses recorded mixed developments during the reporting period compared to the reference period. The reductions resulting from cost optimization measures were partially offset by the increase in expenses related to services provided by third parties (+30.4%). This increase reflects, on the one hand, the intensification of activity and the growth in the volume of gross written premiums intermediated, highlighted by the increase of RON 423.4 thousand (+45.8%) in expenses related to banking and similar services, driven in particular by the rise in fees charged by payment processors. On the other hand, the acceleration of investments in digitalization and the development of IT infrastructure generated an increase in related expenses of approximately RON 554 thousand (+33%) over the same period.

Consequently, total operating expenses increased as at 31 December 2025 by 16.7% compared to 31 December 2024, leading to an **operating result for the reporting period of RON 6,252.4 thousand, a level 2.3 times higher than that of the reference period (+129.1%).**

**Financial income and financial expenses**, of which over 87% and, respectively, 76% relate to interest, generated a **positive financial result** amounting to RON 38.8 thousand. Lower by 67.1% compared to 2024, this resulted in a **gross profit of RON 6,291.3 thousand, 121%** higher than in the previous financial year. Adjusted for corporate income tax in the amount of RON 800.1 thousand, **the net profit for the reporting period exceeds RON 5,341.5 thousand, a level 112.3% higher than in the previous year.**

## 6. Litigations

---

The Company's management reviews unresolved legal cases, monitoring developments in judicial proceedings and the situation at each reporting date, in order to assess provisions and disclosures in its financial statements. Among the factors considered in decisions related to provisions are the nature of the litigation or claims, the potential level of damages, and the progress of the case (including developments after the financial statements' reporting date but prior to their issuance).

In this context, the Company discloses, as a contingent liability, litigation pending before the Bucharest Tribunal, initiated in 2024, in which it is named as a secondary defendant, on a subsidiary basis. The subject matter of the case concerns the claimant's request for damages in the amount of EUR 200,000, plus legal costs, in connection with an insurance policy for which indemnification was denied by the insurer, Omniasig Vienna Insurance Group S.A., following the handling of the claim file.

Based on the assessment performed by the Company's management, the probability of the claimant's claims being upheld is low, with the likelihood of their dismissal estimated at over 70%. Accordingly, the Company does not currently expect this litigation to have a significant impact on its financial position.

**President of the Board**

Niculae Dan

# ANNEX 1

## Comply-or-Explain Statement (CES)

Company Name:  
TRANSILVANIA BROKER DE  
ASIGURARE S.A.

Section	Principle	Prov No.	Provision (detailed)	Yes	Partial	No	Explanation (text and url link if document is on website)
<b>A: GOVERNING BODIES</b>							
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 1	The Board should have an internal regulation that formalises and clearly states its roles and responsibilities. The articles of association, Board's internal regulation and other internal regulations should clearly delineate the roles and competencies among the Board, general meeting of shareholders (GMS) and executive management.	x			
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 2	Board's internal regulation should include, among others, the Board's responsibilities as well as fiduciary duties of directors to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and taking into account the interests of other stakeholders in line with legal requirements.	x			
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The Board should clearly define and disclose the full scope of its roles and responsibilities.	A.1., 3	To sustain the Company's long-term viability and success, the Board should: <ul style="list-style-type: none"> <li>· Oversee the development and approve the Company's strategy and ensure that it also integrates sustainability aspects, including environmental and social (E&amp;S) considerations and climate-related risks and opportunities;</li> <li>· Appoint and dismiss CEO and other executives to whom executive management responsibilities were delegated (called executive management ) and ensure their succession planning;</li> <li>· Oversee the management performance, management role in addressing material sustainability risks and opportunities and align the remuneration of executive management with the long-term interests and sustainability of the Company, according to the provisions of the Company's remuneration policy;</li> <li>· Ensure there is a sound framework for internal controls and risk management;</li> <li>· Ensure that the Company has in place procedures to enable effective communication with shareholders and other stakeholders.</li> </ul>	x			
A: GOVERNING BODIES	A.1. The Board should ensure the Company's long-term success and sustainability for the best interest of the Company and its shareholders and taking into account the interests of other stakeholders. The	A.1., 4	Duration of appointment of Board and executive management should be set clearly and should, to the extent possible, foster stability and predictability.	x			

	<b>Board should clearly define and disclose the full scope of its roles and responsibilities.</b>						
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 1	The Board should have at least five members.	x			
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 2	The Board should have in place a policy on Board and executive management diversity and should ensure that diversity requirements in terms of gender, age, experiences and skills are incorporated in the Nomination Policy.	x			
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 3	The Board should develop a Board profile which specifies the desired characteristics and traits of its members including factors such as independence, diversity, integrity, specific skills and experience, industry knowledge, ability and willingness to devote adequate time and effort to Board responsibilities in the context of the needs of the Board and its committees and their exercise of the Board's strategic and oversight roles. The Board profile can be part of the Nomination Policy.	x			
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 4	The majority of the members of the Board should be non-executives. At least a third of the Board members should be independent. Each independent member of the Board should submit a declaration regarding his/her independence at the time of his/her nomination for election or re-election as well as when any change in his/her status arises, as per the criteria of independence defined in law and in Appendix A to the Code.	x			
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 5	The Nomination and Remuneration Committee (or the entire Board if there is no Nomination and Remuneration Committee) should assess whether the directors can be considered independent under the factors taken into account, by examining whether there are any business or other personal relationships that could materially affect the independence and objectivity of the director and his/her ability to act in the best interests of the Company, its shareholders and stakeholders.	x			
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 6	The positions of Chairperson and Chief Executive Officer (CEO) are recommended to be held by different individuals.	x			
A: GOVERNING BODIES	<b>A.2. The Board should have an appropriate balance of skills, experience, gender diversity, knowledge and independence to enable it to effectively perform its duties and responsibilities.</b>	A.2., 7	If the Chairperson and CEO functions are performed by the same person, it is recommended that the Board appoints an independent Vice-Chairperson.	x			
A: GOVERNING BODIES	<b>A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.</b>	A.3., 1	The Company should develop and disclose a board nomination policy ("Nomination Policy") that should define the processes and procedures for the nomination, election or replacement of a director. The Nomination Policy, approved by the competent governance body, shall describe how the Company receives and evaluates nominations from shareholders (including minority shareholders) or from members of the Board, including in relation to the board profile, independence and diversity.	x			
A: GOVERNING BODIES	<b>A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.</b>	A.3., 2	The Board, through its Nomination and Remuneration Committee, if established, should monitor the nomination process of candidates for the position of Board member.	x			

A: GOVERNING BODIES	<b>A.3. The Board should ensure that a formal, rigorous and transparent procedure is put into place regarding the nomination of new members to the Board.</b>	A.3., 3	The Company should disclose to shareholders information on the experiences and CV of the director candidates that they require to make an informed decision on the appointment or reappointment of the directors including the following: · candidates' professional commitments and engagements, including executive and non-executive positions in companies, public authorities, not-for-profit bodies or other organisations; · any existing or potential conflicts of interest including whether they have business, family or other relationships that could affect their performance as directors on the Board; · which shareholder or member of the Board proposed each candidate for the Board positions.	x			
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 1	The Board shall establish an Audit Committee to enhance its oversight capability over the financial reporting, internal control framework, internal and external audit processes, and compliance with applicable laws and regulations. Where a separate risk management committee is not required by law or already established, the Audit Committee will also include oversight responsibilities for the efficiency of the risk management framework.	x			
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 2	The Audit Committee is recommended to be composed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Audit Committee, as a whole, should have competencies relevant to the Company's area of operations. The Committee and its members should comply with the applicable national and European legislation.	x			
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 3	The Boards of Premium Tier companies should set up a Nomination and Remuneration Committee formed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Board may also establish a separate Nomination Committee and a separate Remuneration Committee if the Board composition accommodates it and if this is justified given the Company's size and complexity of its business and governance structures.			x	Not applicable, the Company is in the Standard Category
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 4	In addition to its specific responsibilities as provided under this Code, the Nomination and Remuneration Committee should: i. Review and recommend to the Board the size and composition of the Board and lead the development and ongoing review of the Board profile; ii. Identify individuals qualified to become Board members and members of the executive management, if requested; evaluate the candidates for executive management roles; evaluate the candidates proposed by the shareholders or by Board members for a director role and inform the GMS accordingly; iii. Make recommendations to the Board concerning committee appointments (other than the Nomination and Remuneration Committee); iv. Coordinate an annual evaluation of the Board, directors and committees in line with provisions set out in Principle A.5.; v. Assist the Board in fulfilling its responsibilities related to the Company's remuneration policy; vi. Assist the Board in the development of the succession plans for	x			

			executive management, as well as the emergency succession plans and CEO search process, as required; vii. Oversee the administration of the Company's compensation and benefits plans.				
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 5	The role and responsibilities of Board committees should be defined in separate internal regulation (operating regulations) and disclosed on the Company's website. If the Company chooses not to establish any of the Board committees not required by law, the corresponding tasks and responsibilities shall be done by the Board and should be adequately stated in the Board's internal regulation.	x			
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 6	The evaluation of independence for the members of the committees, including when the members of the committees are appointed by the GMS, shall be carried out according to the same procedure applicable to the independent members of the Board.	x			
A: GOVERNING BODIES	<b>A.4. The Board should establish committees which should assist the Board in the performance of its key responsibilities, dealing with strategic challenges and in managing sensitive issues with high potential for conflicts of interest.</b>	A.4., 7	The chairpersons of the Audit Committee and Nomination and Remuneration Committee should not be the Chairperson of the Board or of any other committee, unless this is justified by the size of the Board.	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 1	The Board Chairperson is primarily responsible for ensuring that the Board functions properly. The Board's internal regulation should contain the role and responsibilities of the Board Chairperson and the Board Chairperson, at a minimum, should: <ul style="list-style-type: none"> <li>• Determine the agenda of the Board meetings, chair such meetings and ensure that minutes are kept of such meetings;</li> <li>• Ensure the Board receives accurate, timely, useful, succinct information to enable the Board to make sound decisions;</li> <li>• Ensure the Board has sufficient time for consultation and decision-making;</li> <li>• Enable the Committees to function properly and that there is effective communication with Board committees, including actionable, insightful reports of committees back to the full Board;</li> <li>• Ensure the performance of the Board is evaluated and discussed at least once a year and disclosed as per provision D.1.3;</li> <li>• Ensure that the Board has proper working relationship with the executive management. The CEO and the Chairman of the Board (if positions are held by different individuals) shall meet regularly;</li> <li>• Address and manage internal disputes and conflicts of interest concerning Board members.</li> </ul>	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 2	The Board should meet as often as necessary but not less than six (6) times a year.	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 3	The Board can request to designate the Corporate Secretary who should assist the Board in complying with its obligations under law, Board internal regulation and other policies. The Corporate Secretary should be a senior officer in the Company tasked with assisting the Board and its committees in organising their activities, in preparing for the meetings,	x			

			annual Board and committee performance evaluation and director training programs, if the case.				
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 4	The Board should clearly define the rights and responsibilities, scope of authority and other issues related to the Corporate Secretary.	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 5	The Board and its committees should develop and approve an annual internal work plan identifying topics to address during the year before the end of the previous year. The plan should take into account decisions that need to be proposed to the GMS, reporting by management and internal control functions, the required frequency of Board and Committee meetings, and should be reviewed by the Chairperson, assisted by the Corporate Secretary.	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 6	The Board should conduct an annual evaluation of the composition, activity and dynamics of the Board and its committees, individually and as a whole, and which should be coordinated by the Nomination and the Remuneration Committee.	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 7	The Nomination and Remuneration Committee should share the results of the Board evaluation with the whole Board and should then set follow up actions, if any, including professional development and training plans for the Board to fill gaps.	x			
A: GOVERNING BODIES	<b>A.5. The Board should set up robust Board operating procedures as well as Board evaluation and continuous development mechanisms to improve directors' skills and their ability to effectively deliver their responsibilities.</b>	A.5., 8	The Board's internal regulation should require Company orientation (induction) programmes for newly appointed directors, ensured by internal staff of the Company. The Board's internal regulation can also include references for ongoing director education program, if needed. The implementation of any orientation and ongoing trainings programmes for directors (as per the Board decision) is made under the oversight of the Nomination and Remuneration Committee, with the support of the Corporate Secretary. Based on the results of the annual board evaluation, the Nomination and Remuneration Committee jointly with the Board Chairperson shall develop professional development programmes focusing on the areas where capacity should be built among Board members.	x			
A: GOVERNING BODIES	<b>A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.</b>	A.6., 1	Executive management should run the Company and be accountable to the Board. Division of responsibilities between the Board and the executive management and between different members of the executive management should be clearly articulated in the Company's by-laws and the internal regulations of the Company.	x			
A: GOVERNING BODIES	<b>A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.</b>	A.6., 2	When Board Chairperson and CEO roles are exercised by one individual, the different responsibilities of the Board Chairperson and CEO should be clearly defined and distinguished in the Company by-laws.	x			

A: GOVERNING BODIES	A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.	A.6., 3	The Board should ensure that the executive management is comprised of persons with adequate knowledge, skills, diversity and experience to support successful Company performance and that there are measures in place to provide for the orderly succession of executive management.	x			
A: GOVERNING BODIES	A.6. Executive management is responsible for day-to-day management of the Company. The Board should ensure that the executive management is capable of effectively running the Company and that its composition, competence, roles and management incentives support the successful implementation of Company's strategy and plans.	A.6., 4	The Board, with the support of the Nomination and Remuneration Committee, should annually evaluate executive management's performance, the effectiveness of its cooperation with the Board, including the information provided to the Board.	x			
<b>B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK</b>							
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 1	The Board determines the nature and extent of the risks the Company is willing to take necessary for the achievement of Company's strategic objectives (i.e., the Company's risk appetite) and should ensure there are clear structures, policies and procedures in place that identify, evaluate, report, manage and monitor significant and emerging risks, including risks related to sustainability, cybersecurity and the use of digital technologies. The Board should explain in the annual report the mechanisms and processes in place to identify and manage risks.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 2	The Board should adopt a formal risk management policy, to ensure accurate, complete and timely identification, measurement and reporting of risks, adequate and feasible risk control measures as well as integration of an E&S risks into the risk management framework in support of the Company's strategy implementation.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 3	The Board and Audit Committee should understand emerging information technology and artificial intelligence-related changes so to mitigate cybersecurity risks. Time should be given to the AI risks and opportunities and cybersecurity on Board agenda to ensure understanding of cyber protection.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 4	The Company is recommended to establish a risk management function responsible for ensuring accurate, complete and timely identification of the risks, ensuring that adequate and feasible risk control measures are in place and monitoring the risk management procedures. The risk management function, through the Chief Risk Officer (CRO), where present, should have a direct communication and functional reporting to the Board and Audit Committee (if there is no separate Risk Committee).	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.	B.1., 5	The Board with the assistance from the Audit Committee should at least annually assess the adequacy and effectiveness of Company's risk management and internal control framework (including operational and compliance controls) and make relevant recommendations. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and compliance, internal control reports, if they are required by applicable legislation, to the Audit Committee, management's responsiveness and effectiveness in dealing	x			

			with identified internal control failings or weaknesses and submission of relevant reports to the Board.				
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.1. The Company should have an adequate and effective internal control framework and an enterprise risk management framework, taking into account its strategy, size, complexity of operations and risk profile including potential environmental and social impact of its activities.</b>	B.1., 6	The Company should develop and make available on a free of charge basis on the Company's website a whistle-blowing mechanism which would enable employees and stakeholders to make reports about suspected breaches or wrongdoings as per the applicable legislation in place.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.</b>	B.2., 1	In addition to its responsibilities mentioned in legislation and elsewhere in the Code, the Audit Committee should: <ul style="list-style-type: none"> <li>· Review the Company's internal controls and risk management frameworks;</li> <li>· Oversee the development and application of the Company's policies on conflicts of interests and related party transactions;</li> <li>· Ensure independence and review the effectiveness of the Company's internal audit function and make a recommendation to the Board;</li> <li>· Oversee the internal audit function;</li> <li>· Oversee the preparation of sustainability-related reports and information included in them, unless this task is assigned to another committee;</li> <li>· Oversee the framework for ensuring the Company's compliance with applicable legal and regulatory requirements and internal regulations of the Company (like the procedures for reporting breaches of the law or the Company's Code of Conduct), unless this task is assigned to another committee.</li> </ul>	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.</b>	B.2., 2	Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by regular (at least annual) or ad-hoc reports to the Board.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.</b>	B.2., 3	The Audit Committee should monitor the independence and objectivity of the external auditor. The Committee should approve a policy on the provision of permitted non-audit services by the external auditor in line with legal requirements and enforce implementation of that policy. Committee's findings regarding the independence of the external auditor should be disclosed in the annual report.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.2. The Audit Committee should assist the Board with ensuring the integrity of financial and non-financial reporting, establishing an effective risk management and internal control framework and maintaining an appropriate relationship with the Company's external auditors.</b>	B.2., 4	The Audit Committee should discuss the annual audit work plan with the external auditor covering the scope and materiality of the activities to be audited. The audit committee should meet the external auditor as needed to discuss issues identified and to monitor the quality of the services provided.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	<b>B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.</b>	B.3., 1	The Board should ensure that the internal audit has the authority, resources and procedures adequate to assist the Board in ensuring effectiveness and efficiency of the Company's risk management and internal control framework.	x			
B: RISK MANAGEMENT	<b>B.3. The Board should ensure the independence of the internal audit function. Company's internal</b>	B.3., 2	To ensure fulfillment of the core functions of the internal audit function, the head of the function should be appointed by and report functionally	x			

AND INTERNAL CONTROL FRAMEWORK	audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.		directly to the Board via the Audit Committee, who shall be tasked with approving his/her appointment and dismissal. This is without prejudice to administrative reporting to the CEO and sharing information with the Company's executive management, in line with legal requirements and professional standards.				
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.	B.3., 3	The internal audit function should be established in line with applicable legal requirements and industry standards (e.g., Institute of Internal Auditors). The internal audit authority, composition, remuneration, annual budget, working procedures and other relevant matters shall be regulated in separate internal audit's internal regulation approved by the Board, following the recommendation of the Audit Committee.	x			
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.3. The Board should ensure the independence of the internal audit function. Company's internal audit function should provide independent and objective assurance on the effectiveness of risk management framework and internal control framework.	B.3., 4	The Audit Committee should agree an annual internal audit work plan with the internal auditor, receive internal audit reports, updates on key audit issues, monitor implementation of recommendations of the internal audit and provide necessary guidance.	x			
<b>C: PERFORMANCE, MOTIVATION AND REWARD</b>							
C: PERFORMANCE , MOTIVATION AND REWARD	C.1. Members of the Board shall receive remuneration corresponding to the volume and weight of powers and their responsibilities, rather than the performance of management or the Company. The structure and amount of director's remuneration should enable the Company to attract, retain and motivate the competent and qualified directors.	C.1., 1	Board members should receive remuneration, as per the Remuneration Policy of the Company. Members who also serve on Board committees should receive additional remuneration for this work. But in no circumstances should the remuneration be linked to the number of board or committee meetings.	x			
C: PERFORMANCE , MOTIVATION AND REWARD	C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.	C.2., 1	The Board should determine the annual remuneration of the executive management, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the Company's remuneration policy. The remuneration policy should be prepared in accordance with the relevant legal requirements.	x			
C: PERFORMANCE , MOTIVATION AND REWARD	C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.	C.2., 2	Levels of remuneration for executive management members and key performance indicators taken into account when determining variable (performance-based) part of the remuneration should be set in advance and be measurable and appropriate in relation to the agreed strategy and risk appetite, the economic environment within which the Company operates, and the pay and conditions of employees within the Company. In particular, they should include indicators related to non-financial performance and appropriate sustainability objectives.	x			
C: PERFORMANCE , MOTIVATION AND REWARD	C.2. The Board shall ensure there is a formal and transparent policy and procedure for determining the remuneration of executive management that aligns with the long-term interests of the Company and the Company's strategy. This policy shall be presented, subject for approval, to the GMS in line with legal requirements.	C.2., 3	Company's shares and/or share purchase options should represent a significant part (e.g., not less than 10%) of the executive management member's total variable remuneration.	x			

D: DISCLOSURE AND INVESTOR RELATIONS							
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 1	The Company should make sure to provide accurate, complete and timely financial and operational information, including quarterly, half-yearly and annual reports, as well as current reports. Companies should ensure all relevant information is easily accessible to investors, including through the Company website and other public information sources, as the case may be.	x			<a href="https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/">https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 2	The Company is recommended to have an Investor Relations (IR) function and should appoint a dedicated person in charge of IR function. The contact details of the person or persons charged of the IR function shall be available on the Company's website. The IR function will report directly to the CEO/CFO, underscoring its significance within the Company's hierarchy and emphasizing its central role in managing and communicating the Company's capital market engagements and status. The Company should organise induction and regular training/courses, if needed, for the IR function, tailored to its specific needs and responsibilities.	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The Company should include on its corporate website a dedicated Investor Relations section, with all relevant information of interest for investors, available both in Romanian and English.	x			<a href="https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/#investitori">https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/#investitori</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>Main corporate regulations: updated articles of association, GMS procedures, board's internal regulation and board committees' internal regulations.</li> </ul>	x			<a href="https://www.transilvaniabroker.ro/wp-content/uploads/ACT-CONST.-ACTUALIZAT-NR.-6_01.08.2022.docx1_1.pdf">https://www.transilvaniabroker.ro/wp-content/uploads/ACT-CONST.-ACTUALIZAT-NR.-6_01.08.2022.docx1_1.pdf</a> <a href="https://www.transilvaniabroker.ro/relatiacuinvestitorii/adunareagenerala-a-actionarilor/">https://www.transilvaniabroker.ro/relatiacuinvestitorii/adunareagenerala-a-actionarilor/</a> <a href="https://www.transilvaniabroker.ro/wp-content/uploads/Regulamentul-CA.pdf">https://www.transilvaniabroker.ro/wp-content/uploads/Regulamentul-CA.pdf</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>List of current members of the Board, Board's Committees and executive management, providing an up-to-date information on independence status , professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), other professional commitments, including executive and non-executive Board positions in companies, not-for-profit institutions and state institutions; relationship with shareholders holding at least 5% of the voting rights/shares issued by the Company; the duration of the appointment of the members of the Board, the</li> </ul>	x			<a href="https://www.transilvaniabroker.ro/relatiacuinvestitorii/guvernanta-corporativa/">https://www.transilvaniabroker.ro/relatiacuinvestitorii/guvernanta-corporativa/</a> <a href="https://www.transilvaniabroker.ro/wp-content/uploads/CV-Dir.-executiv.pdf">https://www.transilvaniabroker.ro/wp-content/uploads/CV-Dir.-executiv.pdf</a>

			Committees and the executive management, specifying the date from which they were appointed.				
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Current reports and periodic reports (quarterly, semi-annual and annual reports).</li> </ul>	x			<a href="https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/">https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Information related to GMS: the agenda, supporting materials and the decisions taken; procedure for running the GMS; the Nomination Policy; candidates' professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), as well as any other information presented at A.3.3; communication channel(s) for shareholders to address questions; answers to shareholders' questions related to the agenda; declarations of independence for board candidates and evaluations made by Nomination and Remuneration Committee/Board for candidates, including their compliance with independence criteria.</li> </ul>	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Information on Board evaluation, made as per Provision A.5.7, including evaluation criteria and process, as well as a summary result of the evaluation and actions that have been or will be undertaken as a result of the evaluation.</li> </ul>	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Information on corporate events, such as payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles applied to such operations. Such information should be published within a timeframe that enables investors to make investment decisions.</li> </ul>	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 3	The company should include on its Investor Relations section: <ul style="list-style-type: none"> <li>• Corporate policies, among which code of conduct, dividend policy, remuneration policy, forecast policy, policy for communication with investors, the corporate social responsibility (CSR)/sponsorship policy, policy for related parties' transactions, policy for diversity, equity and inclusion, and whistleblowing policy (if not already part of the Code of Conduct).</li> </ul>	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 4	The Company should organise at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the Company website at the time of the meetings/conference calls.	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 5	The Company should disclose the material and reportable non-financial and sustainability issues with emphasis on the disclosure of environmental, social and governance (ESG) issues of its business and operations in line with the recognized standard of sustainability reporting. The Company's sustainability statements shall be disclosed on its website.	x			<a href="https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare/">https://www.transilvaniabroker.ro/relatiacuinvestitorii/rapoartefinanciare</a>

D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.1. The Company should ensure adequate communications with shareholders, investors, regulators and other stakeholders and establish adequate systems for financial and sustainability reporting.</b>	D.1., 6	The Company should have a CSR/sponsorship policy to guide the activity in the area of supporting CSR activities and sponsorship.	x			<a href="https://www.transilvaniabroker.ro/implicare-sociala/?utm_">https://www.transilvaniabroker.ro/implicare-sociala/?utm_</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D.2., 1	The Company should have a dividend policy as a set of directions the Company intends to follow regarding the distribution of net profit.	x			<a href="https://www.transilvaniabroker.ro/relatia-cu-investitorii/adunarea-general-a-actionarilor/">https://www.transilvaniabroker.ro/relatia-cu-investitorii/adunarea-general-a-actionarilor/</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D.2., 2	The procedure for running the GMS should not restrict the participation of shareholders in GMS and the exercise of their rights. Amendments of the procedure for running the GMS should take effect, at the earliest, as of the next GMS.	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D.2., 3	The external auditors should attend the shareholders' meetings where their reports are presented, in order to respond to shareholders' questions.	x			<a href="https://www.transilvaniabroker.ro/relatia-cu-investitorii/note-de-informare">https://www.transilvaniabroker.ro/relatia-cu-investitorii/note-de-informare</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D.2., 4	The Board should present to the annual GMS a summary of the assessment of the adequacy and effectiveness of the risk management and internal control framework, as per the related information included in the annual report.	x			
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D.2., 5	The Company should stimulate engagement with shareholders and investors by: <ul style="list-style-type: none"> <li>• Encouraging active shareholder participation in GMS, like ensuring conditions for virtual participation.</li> <li>• Holding regular briefings and updates for investors, especially during significant corporate events.</li> <li>• Establishing channels for shareholders to provide feedback and ask questions, ensuring responses are timely and comprehensive.</li> </ul>	x			<a href="https://www.transilvaniabroker.ro/relatia-cu-investitorii/adunarea-general-a-actionarilor/">https://www.transilvaniabroker.ro/relatia-cu-investitorii/adunarea-general-a-actionarilor/</a> <a href="https://www.transilvaniabroker.ro/relatia-cu-investitorii/eveniment">https://www.transilvaniabroker.ro/relatia-cu-investitorii/eveniment</a> <a href="https://www.transilvaniabroker.ro/relatia-cu-investitorii/intrebari-si-raspunsuri/">https://www.transilvaniabroker.ro/relatia-cu-investitorii/intrebari-si-raspunsuri/</a>
D: DISCLOSURE AND INVESTOR RELATIONS	<b>D.2. The Company should ensure fair and equitable treatment of all its shareholders, as well as availability of all needed tools and information to allow shareholders to exercise their rights in relation to the Company.</b>	D.2., 6	Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairperson of the Board. Accredited journalists may also participate in the GMS, unless the Chairperson decides otherwise.	x			<a href="https://www.transilvaniabroker.ro/relatia-cu-investitorii/note-de-informare">https://www.transilvaniabroker.ro/relatia-cu-investitorii/note-de-informare</a>

E: SUSTAINABILITY AND STAKEHOLDERS							
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.</b>	E.1., 1	The Board should ensure that sustainability, environmental and social considerations are integrated in the Company's strategy and operations, risk management and remuneration practices and shall oversee this integration. A specialised sustainability committee or one of the standing committees of the Board shall assist the Board with these tasks.			x	The matter will be addressed by the Board in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.</b>	E.1., 2	The Board should ensure that Company's operations run according to the national and international E&S standards and Company's E&S policies are consistent with its long-term objectives. In particular, the Company shall have internal acts relating to its responsibilities for environmental and social issues and policies and procedures that enable it to identify material factors and assess the impact on the Company's activities.			x	The matter will be addressed by the Board in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.1. The Company should integrate sustainability aspects in its strategy and mitigate any material negative environmental and social impacts of its operations, to the possible extent.</b>	E.1., 3	Whenever a decision to be approved by the Board has potential material and negative E&S impact, the Board should receive from the executive management (i) an analysis on how this decision is aligned with the Company's sustainability objectives and E&S policies or (ii) proposal of the measures to mitigate negative E&S impacts.			x	The matter will be addressed by the Board in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.2. The Company should have in place a process for identifying the stakeholders affected by Company's operations. The Board should take into consideration stakeholders' interests and ensure there is active communication between the Company and its stakeholders.</b>	E.2., 1	The Board should ensure that there is a formal stakeholder identification process for Company's stakeholders including investors, creditors, clients, employees and suppliers, as well as targeted approaches for engaging with its priority stakeholders.			x	The matter will be addressed by the Board in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.</b>	E.3., 1	The Board should develop a purpose statement and a vision statement as well as articulate Company's values, so the entire organisation understands the Company's strategic direction.			x	The matter will be addressed by the Board in the coming period.
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.</b>	E.3., 2	The Board should adopt a Code of Conduct for Board members, executive management and Company employees, with clear provisions aimed at preventing and sanctioning fraud and bribery. The Board should not permit any waiver of any ethics requirement by any director, executive manager or employee.		x		A Code of Conduct has been implemented for the Company's employees and collaborating assistants, and the Company intends to extend this requirement in the future to the Board of Directors and the executive management.
E: SUSTAINABILITY AND STAKEHOLDERS	<b>E.3. The Board should adopt a Code of Conduct with adequate scope including guiding principles which reflect the Company's commitment to ethics, integrity and quality of performance.</b>	E.3., 3	The Board should ensure that the Code of Conduct policies are integrated into Company's practices and incorporated into the onboarding process for new hires. The Board should ensure the efficient implementation and monitoring of compliance with the Code of Conduct and periodically review it.	x			

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

**INDIVIDUAL ANNUAL FINANCIAL  
STATEMENTS**

**as of and for the financial year ended  
DECEMBER 31, 2025**

**prepared in accordance with FSA Rule  
36/2015, approving the Accounting  
Regulations regarding individual annual  
financial statements and consolidated annual  
financial statements applicable to insurance  
and/or reinsurance brokers**

<b>TABLE OF CONTENTS:</b>	<b>Page</b>
<b>Individual Annual Financial Statements</b>	
Balance Sheet	3 - 5
Profit and loss account	6-8
Statement of Changes in Equity	9 - 10
Cash Flow Statement	11-12
Explanatory notes to the individual annual financial statements	13-34

**TRANSILVANIA INSURANCE BROKER S.A.****BALANCE SHEET**

for the financial year ended December 31, 2025

*(all amounts are expressed in lei ("RON"), unless otherwise specified)***BALANCE SHEET**

as of December 31, 2025

Item name	No.	Balance as of:	
		Balance as of at 1 <sup>st</sup> of January 2025	Balance as of 31 December 2025
<b>A. NON-CURRENT ASSETS</b>			
<b>I. INTANGIBLE ASSETS</b>			
1. Set-up costs	1	0	0
2. Development costs	2	0	0
3. Concessions, patents, licenses, trademarks, similar rights and assets. (if acquired)	3	2,302	24,716
4. Goodwill	4	0	0
5. Advances for intangible assets	5	0	0
<b>TOTAL (row 01 up to 05)</b>	<b>6</b>	<b>2,302</b>	<b>24,716</b>
<b>II. TANGIBLE ASSETS</b>			
1. Land and buildings	7	3,464,165	3,397,704
2. Plant, machinery and motor vehicles	8	486,637	335,159
3. Other plant, machinery, fixtures and fittings	9	3,898	3,667
4. Advances and tangible assets in progress	10	0	0
<b>TOTAL (row 07 up to 10)</b>	<b>11</b>	<b>3,954,700</b>	<b>3,736,529</b>
<b>III. FINANCIAL ASSETS</b>			
1. Shares in affiliated entities	12	0	1,000,000
2. Loans to affiliated entities	13	0	0
3. Shares in associates and joint ventures	14	0	0
4. Loans to associates and joint ventures	15	0	0
5. Long-term investments	16	0	0
6. Other loans and bonds	17	10,890	10,890
<b>TOTAL (row 12 up to 17)</b>	<b>18</b>	<b>10,890</b>	<b>1,010,890</b>
<b>NON CURRENT ASSETS - TOTAL (row 06 + 11 + 18)</b>	<b>19</b>	<b>3,967,892</b>	<b>4,772,135</b>
<b>B. CURRENT ASSETS</b>			
<b>I. INVENTORIES</b>			
1. Consumables and other current assets in the form of small inventory	20	0	0
2. Advances for inventory purchases	21	182	294
<b>TOTAL (row 20 + 21)</b>	<b>22</b>	<b>182</b>	<b>294</b>
<b>II. RECEIVABLES</b>			
1. Receivables from distribution activity	23	648,124	651,940
2. Receivables from creation insurance product activity in association with insurers	23a	0	0
3. Receivables from affiliated entities	24	0	0
4. Receivables from associates and jointly controlled entities	25	0	0
5. Other receivables	26	11,965,692	11,816,479

**TRANSILVANIA INSURANCE BROKER S.A.****BALANCE SHEET**

for the financial year ended December 31, 2025

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

6. Subscribed share capital not paid	27	0	0
7. Receivables from dividends paid over the financial year	27a	0	0
<b>TOTAL (row 23 up to 27+23a+27a)</b>	<b>28</b>	<b>12,613,816</b>	<b>12,468,419</b>
<b>III. SHORT-TERM INVESTMENTS</b>			
1. Shares in affiliated entities	29	0	0
2. Other short-term investments	30	0	0
<b>TOTAL (row 29 up to 30)</b>	<b>31</b>	<b>0</b>	<b>0</b>
<b>IV. PETTY CASH AND BANK ACCOUNTS</b>			
<b>CURRENT ASSETS - TOTAL (row 22 + 28 + 31 + 32)</b>	<b>33</b>	<b>20,995,978</b>	<b>21,032,524</b>
<b>C. DEFERRED EXPENSES</b>	<b>34</b>	<b>42,529</b>	<b>80,788</b>
<b>D. CURRENT LIABILITIES: AMOUNTS PAYABLE</b>			
<b>WITHIN ONE YEAR</b>			
1. Loans from bond issue, with distinctive presentation for convertible bond issue	35	0	0
2. Amounts owed to credit institutions	36	430,619	233,019
3. Liabilities from distribution activity	37	13,671,238	12,118,573
4. Amounts owed to affiliated entities	38	0	0
5. Amounts owed to associates and jointly controlled entities	39	0	0
6. Other liabilities (including taxes and social contributions)	40	1,176,545	1,749,565
<b>TOTAL (row 35 up to 40)</b>	<b>41</b>	<b>15,278,402</b>	<b>14,101,157</b>
<b>E. NET CURRENT ASSETS / NET CURRENT LIABILITIES</b> (row 33 + 34-41-56)	<b>42</b>	<b>5,760,105</b>	<b>7,012,155</b>
<b>F. TOTAL ASSETS LESS CURRENT LIABILITIES</b> (row 19 + 42-55)	<b>43</b>	<b>9,727,997</b>	<b>11,784,290</b>
<b>G. NON-CURRENT LIABILITIES: AMOUNTS PAYABLE</b>			
<b>AFTER ONE YEAR</b>			
1. Loans from bond issue, with distinctive presentation for convertible bond issue	44	0	0
2. Amounts owed to credit institutions	45	407,783	174,764
3. Liabilities from distribution activity	46	0	0
4. Amounts owed to affiliated entities	47	0	0
5. Amounts owed to associates and jointly controlled entities	48	0	0
6. Other liabilities (including taxes and social contributions)	49	52,143	0
<b>TOTAL (row 44 up to 49)</b>	<b>50</b>	<b>459,926</b>	<b>174,764</b>
<b>H. PROVISIONS</b>			
1. Provisions for pensions and similar obligations	51	0	0
2. Provisions for taxes	52	0	0
3. Other provisions	53	0	0
<b>TOTAL (row 51 up to 53)</b>	<b>54</b>	<b>0</b>	<b>0</b>
<b>I. DEFERRED INCOME</b>			
1. Subsidies	55	0	0
2. Deferred income	56	0	0
3. Negative goodwill	57	0	0
<b>TOTAL (row 55 + 56 + 57)</b>	<b>58</b>	<b>0</b>	<b>0</b>

**TRANSILVANIA INSURANCE BROKER S.A.****BALANCE SHEET**

for the financial year ended December 31, 2025

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

<b>J. EQUITY AND RESERVES</b>			
<b>I. CAPITAL</b> (row 60 + 61 + 62 + 63)	<b>59</b>	<b>500,000</b>	<b>500,000</b>
1. Subscribed capital paid	60	500,000	500,000
2. Subscribed capital not paid	61	0	0
3. Capital-equivalent items	62	0	0
4. Other components of equity	63	0	0
<b>II. SHARE PREMIUMS</b>	<b>64</b>	<b>0</b>	<b>0</b>
<b>III. REVALUATION RESERVES</b>	<b>65</b>	<b>0</b>	<b>0</b>
<b>IV. RESERVES</b> (row 67 + 68 + 69)	<b>66</b>	<b>100,000</b>	<b>100,000</b>
1. Legal reserves	67	100,000	100,000
2. Statutory or contractual reserves	68	0	0
3. Other reserves	69	0	0
<b>Repurchased own shares</b>	<b>70</b>	<b>0</b>	<b>0</b>
<b>Earnings related to own equity instruments</b>	<b>71</b>	<b>0</b>	<b>0</b>
<b>Losses related to own equity instruments</b>	<b>72</b>	<b>0</b>	<b>0</b>
<b>V. RETAINED EARNINGS</b>			
<b>PROFIT</b>	<b>73</b>	<b>6,152,499</b>	<b>5,668,071</b>
<b>LOSS</b>	<b>74</b>	<b>0</b>	<b>0</b>
<b>VI. PROFIT OR LOSS</b>			
<b>PROFIT</b>	<b>75</b>	<b>2,515,572</b>	<b>5,341,455</b>
<b>FOR THE REPORTING PERIOD LOSS</b>	<b>76</b>	<b>0</b>	<b>0</b>
<b>Profit distributions</b>	<b>77</b>	<b>0</b>	<b>0</b>
<b>EQUITY - TOTAL</b> (row 59 + 64 + 65 + 66 - 70 + 71 - 72 + 73 - 74 + 75 - 76 - 77)	<b>78</b>	<b>9,268,071</b>	<b>11,609,526</b>

The financial statements were authorized on March 25, 2026 by the Board of Directors, for approval by the General Meeting of Shareholders.

Chairman of the Board of Directors,  
Mr. Niculae Dan  
Signature \_\_\_\_\_

Prepared by,  
Ms. Dana Cirstea  
CFO  
Signature \_\_\_\_\_

**TRANSILVANIA INSURANCE BROKER S.A.**  
**PROFIT AND LOSS ACCOUNT**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

**PROFIT AND LOSS ACCOUNT**  
**as of December 31, 2025**

Category description	No	Results for the reporting period	
		Previous 31 December 2024	current 31 December 2025
1. Net Turnover (row 02+09+10-11+12)	01	106,530,434	127,247,510
1.1. Revenue from distribution activities (rd. 03+08)	02	106,530,434	127,247,510
a) revenue from distribution of insurance and reinsurance contracts (row 04+05+06+07)	03	106,520,980	127,236,203
a.1) providing consultancy and insurance and/or reinsurance contracts proposals	04	0	0
a.2) preliminary actions for the purpose of closing contracts, negotiations with insurance and/or reinsurance companies for the purpose of closing contracts	05	0	0
a.3) providing assistance for management and execution of contracts including in case of claim applications	06	1,080,363	1,199,691
a.4) other distribution-related activities	07	105,440,617	126,036,512
b) revenue from distribution of pension products, investment products and products created by credit institutions, non-banking financial institutions, payment institutions and electronic currency issuance institutions	08	9,454	11,307
1.2. Revenue from insurance contracts created in association with insurers	09	0	0
1.3. Revenue from insurance and reinsurance related training courses	10	0	0
1.4. Commercial discounts granted	11	0	0
1.5. Revenue from royalties, leases, and rentals	12	0	0
2. Capitalized production	13	0	0
3. Operating subsidies	14	0	0
4. Other operating income	15	26,732	136,734
of which: negative goodwill	16	0	0
5. Income from revaluation of tangible assets	17	0	0
<b>OPERATING INCOME - TOTAL (row 01+13+14+15+17)</b>	<b>18</b>	<b>106,557,167</b>	<b>127,384,244</b>
6. a) Third-party service expenses	19	4,148,427	5,410,305
of which: expenses related to collaborators	20	0	0
b) Consumables and inventory materials	21	156,825	182,925
7. Commercial discounts received	22	0	0
8. Other taxes and similar charges	23	176,906	160,533
of which, license tax	24	107,028	100,533
9. Personnel expenses (row 26+27)	25	5,789,745	5,584,832
a) Salaries and allowances	26	5,594,457	5,429,960
b) Social insurance and welfare	27	195,288	154,872
10. Commission expenses owed to assistants and auxiliary assistants	28	93,337,505	109,330,974

**TRANSILVANIA INSURANCE BROKER S.A.**  
**PROFIT AND LOSS ACCOUNT**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

11. Other operating expenses (row 30 up to 34)	29	484,253	146,089
11.1. Expenses related to environmental protection	30	0	0
11.2. Revaluation of tangible assets	31	0	0
11.3. Expenses related to disasters and similar events	32	0	0
11.4. Expenses related to compensations, donations and disposals	33	484,253	115,823
11.5. Other operating expense	34	0	30,266
12. Depreciation of tangible and intangible assets (row 36-37)	<b>35</b>	<b>331,314</b>	<b>316,144</b>
a) Expenses	36	331,314	316,144
b) Income	37	0	0
13. Adjustments to current assets (row 39-40)	<b>38</b>	<b>-5,852</b>	<b>0</b>
a) Expenses	39	0	0
b) Income	40	5,852	0
14. Provision adjustments (row 42-43)	<b>41</b>	<b>-590,823</b>	<b>0</b>
a) Expenses	42	0	0
b) Income	43	590,823	0
<b>OPERATING EXPENSES - TOTAL</b> (row 19+21-22+23+25+28+29+35+38+41)	<b>44</b>	<b>103,828,299</b>	<b>121,131,802</b>
<b>OPERATING PROFIT OR LOSS</b>			
Profit (row 18-44)	<b>45</b>	2,728,869	6,252,441
Loss (row 44-18)	<b>46</b>	0	0
15. Income from equity investments	47	0	0
of which: income from affiliated entities	48	0	0
16. Interest income	49	220,498	94,178
of which: income from affiliated entities	50	0	0
17. Other financial income	51	588	13,989
of which: income from other financial investments	52	0	0
<b>FINANCIAL INCOME - TOTAL</b> (row 47+49+51)	<b>53</b>	<b>221,086</b>	<b>108,167</b>
18. Financial asset adjustments (row 55-56)	<b>54</b>	<b>0</b>	<b>0</b>
a) Expenses	55	0	0
b) Income	56	0	0
19. Interest expenses	57	98,381	52,876
of which: expenses related to affiliated entities	58	0	0
20. Other financial expenses	59	4,619	16,463
<b>FINANCIAL EXPENSES - TOTAL</b> (row 54+57+59)	<b>60</b>	<b>103,000</b>	<b>69,339</b>
<b>FINANCIAL PROFIT OR LOSS</b>			
Profit (row 53-60)	<b>61</b>	118,086	38,828
Loss (row 60-53)	<b>62</b>		
<b>CURRENT PROFIT OR LOSS</b>			
Profit (row 18+53-44-60)	<b>63</b>	<b>2,846,953</b>	<b>6,291,269</b>
Loss (row 44+60-18-53)	<b>64</b>	0	0
<b>TOTAL INCOME</b> (row 18+53)	<b>65</b>	<b>106,778,253</b>	<b>127,492,411</b>
<b>TOTAL EXPENSES</b> (row 44+60)	<b>66</b>	<b>103,931,299</b>	<b>121,201,141</b>
<b>21. GROSS PROFIT OR LOSS</b>			
Profit (row 65-66)	<b>67</b>	2,846,953	6,291,269
Loss (row 66-65)	<b>68</b>	0	0
<b>22. Corporate income tax</b>	<b>69</b>	331,381	949,814

**TRANSILVANIA INSURANCE BROKER S.A.**  
**PROFIT AND LOSS ACCOUNT**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

23. Other taxes not included above	70	0	0
<b>24. NET PROFIT OR LOSS FOR THE FINANCIAL YEAR</b>			
Profit (row 65-66-69-70)	71	<b>2,515,572</b>	<b>5,341,455</b>
Loss (row 66-65+69+70)	72	0	0

The financial statements were authorized on March 25, 2026, by the Board of Directors, for approval by the General Meeting of Shareholders.

Chairman of the Board of Directors,  
 Mr. Nicolae Dan  
 Signature \_\_\_\_\_

Prepared by,  
 Ms. Dana Cirstea  
 CFO  
 Signature \_\_\_\_\_

**TRANSILVANIA INSURANCE BROKER S.A.**  
**STATEMENT OF CHANGES IN EQUITY**  
**for the financial year ended December 31, 2025**

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

**STATEMENT OF CHANGES IN EQUITY**  
**As of December 31, 2024**

Category description		Balance as of January 1, 2024	Increases		Decreases		Balance as of December 31, 2024
			Total, of which:	By transfer	Total, of which:	By transfer	
Subscribed paid-in capital		500,000			0		500,000
Share premiums		0	0		0		0
Revaluation reserves		0	0		0		0
Legal reserves		100,000	0	0	0		100,000
Gains from realized revaluation reserves		0	0		0		0
Other reserves		0	0		0		0
Repurchased own shares		0	0		0		0
Retained earnings or reported loss	Profit	3,586,175	7,566,324	7,566,324	5,000,000		6,152,499
	Loss	0					0
Corrections from accounting errors	Profit	0					0
	Loss	0					0
Result for the reporting period	Profit	7,566,324	2,515,572		7,566,324	7,566,324	2,515,572
	Loss	0					0
Profit distributions		0					0
<b>Total equity</b>		<b>11,752,499</b>	<b>10,081,895</b>		<b>12,566,324</b>		<b>9,268,071</b>

The financial statements were authorized on March 25, 2026, by the Board of Directors, for approval by the General Meeting of Shareholders.

Chairman of the Board of Directors,  
Mr. Niculae Dan  
Signature \_\_\_\_\_

Prepared by,  
Ms. Dana Cirstea  
CFO  
Signature \_\_\_\_\_

**TRANSILVANIA INSURANCE BROKER S.A.**  
**STATEMENT OF CHANGES IN EQUITY**  
**for the financial year ended December 31, 2025**

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

**STATEMENT OF CHANGES IN EQUITY**  
**As of December 31, 2025**

Category description		Balance as of January 1, 2025	Increases		Decreases		Balance as of December 31, 2025
			Total, of which:	By transfer	Total, of which:	By transfer	
Subscribed paid-in capital		500,000	0		0		500,000
Share premiums		0	0		0		0
Revaluation reserves		0	0		0		0
Legal reserves		100,000	0		0		100,000
Gains from realized revaluation reserves		0	0		0		0
Other reserves		0	0		0		0
Repurchased own shares		0	0				0
Retained earnings or reported loss	Profit	6,152,499	2,515,572	2,515,572	3,000,000		5,668,071
	Loss	0					0
Corrections from accounting errors	Profit	0					0
	Loss	0					0
Result for the reporting period	Profit	2,515,572	5,341,455		2,515,572	2,515,572	5,341,455
	Loss	0					0
Profit distributions		0					0
<b>Total equity</b>		<b>9,268,071</b>	<b>7,857,027</b>	<b>2,515,572</b>	<b>5,515,572</b>	<b>2,515,572</b>	<b>11,609,526</b>

The financial statements were authorized on March 25, 2026, by the Board of Directors, for approval by the General Shareholders' Meeting.

Chairman of the Board of Directors,  
Mr. Niculae Dan  
Signature \_\_\_\_\_

Prepared by,  
Ms. Dana Cistea  
CFO  
Signature \_\_\_\_\_

**TRANSILVANIA INSURANCE BROKER S.A.**  
**CASH FLOW STATEMENT**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

**CASH FLOW STATEMENT**

Name of Indicators	No	Results related to the reporting period	
		previous 31 December 2024	current 31 December 2025
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
1. Cash receipts from distribution activities	1	1,007,615,978	1,111,630,145
2. Cash payments from distribution activities	2	992,893,633	1,094,956,582
3. Other operating revenue	3	0	129
4. Cash payments to suppliers and other miscellaneous creditors	4	5,192,839	5,043,962
5. Cash payments to and on behalf of employees	5	5,820,332	5,554,630
6. Payments related to special funds from distribution activities	6	90,964	88,776
7. Other cash payments related to operating activities	7	1,247,361	1,195,261
8. Cash payments representing dividends transferred to shareholders	8	4,601,016	2,798,646
9. Cash payments representing interest on loans and lease agreements	9	98,381	52,876
10. Income tax paid	10	621,219	224,229
<b>NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES</b>	<b>11</b>	<b>-2,949,766</b>	<b>1,715,311</b>
<b>OPERATING ACTIVITIES</b> (Lines 01-02+03-04-05-06-07-08-09-10)			
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
1. Cash payments for purchase of tangible and intangible assets	12	9,750	120,388
2. Receipts from sale of tangible and intangible assets	13	0	20,314
3. Cash payments for acquisition of equity or debt instruments of other entities	14	0	
4. Receipts from sale of equity or debt instruments of other entities	15	0	0
5. Cash payments for the acquisition of interests in joint ventures and affiliates	16	0	1,000,000
6. Receipts from sale of interests in joint ventures	17	0	0
7. Payments for loans granted to third parties	18	24,642	0
8. Collections from repayments of loans granted to third parties	19	25,488	0
9. Cash payments for other short-term investments	20	0	0
10. Collections from disposal of other short-term investments	21	4,880,000	0
11. Receipts from dividends from equity instruments	22	0	0
12. Receipts from interest on debt instruments	23	0	0
13. Receipts from bank interest	24	220,498	94,178

**TRANSILVANIA INSURANCE BROKER S.A.****CASH FLOW STATEMENT****for the financial year ended December 31, 2025***(all amounts are expressed in lei ("RON"), unless otherwise specified)*

<b>NET CASH GENERATED FROM (USED IN) INVESTING ACTIVITIES</b>	<b>25</b>	<b>5,091,595</b>	<b>-1,005,896</b>
<b>INVESTING ACTIVITIES</b> (Lines 13-12+15-14+17-16+19-18+21-20+22+23+24)			
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
1. Cash receipts from issuance of shares or other equity instruments	26	0	0
2. Cash payments to owners for repurchase of the entity's shares	27	0	0
3. Cash receipts from issuance of debt securities, bonds, or other loans	28	0	0
4. Cash repayments for bank loans	29	433,419	430,619
5. Cash receipts from loans from shareholders	30	0	
6. Repayments of loans from shareholders	31	0	
7. Cash payments related to finance lease contracts	32	108,600	94,507
8. Financing related to government programs	33	0	
<b>NET CASH GENERATED FROM (USED IN) FINANCING ACTIVITIES</b>	<b>34</b>	<b>-542,019</b>	<b>-525,126</b>
<b>FINANCING</b> (Lines 26-27+28-29+30-31+33-32)			
<b>CASH AND CASH EQUIVALENTS AS OF JANUARY 1</b>	<b>35</b>	<b>6,782,917</b>	<b>8,381,980</b>
<b>NET INCREASE OR DECREASE IN CASH AND</b>	<b>36</b>	<b>1,599,810</b>	<b>184,289</b>
<b>CASH EQUIVALENTS</b> (lines 11+25+34)			
<b>EFFECT OF EXCHANGE RATE FLUCTUATIONS ON THE ITEMS MONETARY</b>	<b>37</b>	<b>-747</b>	<b>-2,459</b>
<b>CASH AND CASH EQUIVALENTS AS OF DECEMBER 31</b>	<b>38</b>	<b>8,381,980</b>	<b>8,563,810</b>
(lines 35+36+37)			

The financial statements were authorized on March 25, 2026, by the Board of Directors, for approval by the General Shareholders' Meeting.

Chairman of the Board of Directors,  
Mr. Niculae Dan  
Signature \_\_\_\_\_

Prepared by,  
Ms. Dana Cirstea  
CFO  
Signature \_\_\_\_\_

## 1. GENERAL INFORMATION

### 1.1 *Company Overview*

**TRANSILVANIA BROKER de ASIGURARE S.A.** is an insurance distribution company, established and registered in 2006. The company operates in accordance with the provisions of the Companies Act No. 31/1990 and the Insurance Distribution Act No. 236/2018. The company is authorized by the Financial Supervisory Authority to provide brokerage services in the field of commercial insurance, holds authorization number 114,420 dated November 21, 2006, and is registered in the Register of Insurance Brokers under no. RBK - 374. The company complies with the regulations issued by the Financial Supervisory Authority regarding brokerage in the field of commercial insurance. The company has been listed on the Bucharest Stock Exchange since November 2, 2017. The Company has its registered office in Bistrița, 13 Calea Moldovei Street, postal code 420096, Bistrița-Năsăud County; it is registered with the Trade Registry Office under no. J06/674/2006 and is identified by Tax Identification Number 19044296.

As of December 31, 2025, the Company has the following branch offices:

- Sibiu Municipality, Sibiu County, 10 Justiției Street;
- Bucharest, Sector 1, 21D Elena Caragiani Street, apt. 1;
- Pitești, Argeș County, Intrarea ROZELOR Street, No. 3.

The shareholder structure as of December 31, 2025, is as follows:

<b>Name of holder</b>	<b>No. of shares</b>	<b>Percentage 100%</b>
Partners Financial Services A.S., CHODOV, CZE	1,954,378	39.0875
LOGIN GABRIEL	707,588	14.1517
Individuals	1,615,976	32.3196
Legal entities	722,058	14.4412
	<b>5,000,000</b>	<b>100</b>

### 1.2. *Corporate Governance Structures*

**Members of the Board of Directors of Transilvania Broker de Asigurare S.A. for the period January 1, 2025 – December 31, 2025:**

- NICULAE Dan – Chairman of the Board of Directors;
- DENEȘ Daniela Tasia – Independent Member;

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

---

- ȚUICĂ Gabriel Alexandru – Member
- LOGIN Gabriel – Member
- BOBU Carmen Loredana – Member

As of December 31, 2025, the company's management team consisted of the following individuals:

- BALTAȘIU Sorin Ștefan – General Manager;
- COTIAN Ioan – Executive Director
- CIRSTEA Dana – Director of the Finance and Accounting Department

Members of the executive management have competencies and responsibilities in accordance with their job descriptions.

Until November 17, 2025, the position of Director of the Finance and Accounting Department was held by Ms. PÂRȚIU VASILICHI Oana, and as of that date, Ms. CIRSTEA Dana has held this position.

The individuals who are part of the company's executive management or Board of Directors have not been involved in any litigation or administrative proceedings related to their activities within the issuer.

## **2. ACCOUNTING POLICIES**

The Company has prepared these individual annual financial statements in accordance with Accounting Law No. 82/1991, as republished, as subsequently amended and supplemented, and with the provisions of FSA Regulation No. 36/2015 approving the Accounting Regulations regarding individual annual financial statements and consolidated annual financial statements applicable to insurance and/or reinsurance brokers, as subsequently amended ("Regulation 36/2015"). The Company's management expressly and unreservedly declares that the individual annual financial statements comply with all applicable provisions under Regulation 36/2015.

The individual annual financial statements were approved by the Board of Directors at its meeting on March 25, 2026.

The principal accounting policies applied in the preparation of the financial statements are presented below. The policies have been applied consistently to all years presented, unless otherwise stated.

### ***2.1. Basis of measurement***

The individual annual financial statements are prepared on a historical cost basis, unless otherwise stated.

### ***2.2. Presentation currency***

Accounting records are maintained in Romanian and in the national currency ("RON" or "LEI"). The items included in these financial statements are presented in Romanian LEI.

### ***2.3. Accounting Estimates and Judgments***

The preparation of financial statements in accordance with "Regulation 36/2015" requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the amounts of revenue and expenses for the reporting period. Actual results may differ from estimates. The estimates made are reviewed periodically. The following are the valuation, estimation, and assumption methods applied within the Company:

(a) Adjustments for impairment of receivables

The impairment assessment of receivables is performed on an individual basis and is based on management's best estimate of the present value of the cash flows expected to be received. To estimate these cash flows, management makes certain estimates regarding the financial condition of the counterparties.

(b) Legal proceedings

The Company reviews unresolved legal cases, monitoring developments in legal proceedings and the situation as of each reporting date, to assess the provisions and disclosures in its financial statements. Factors considered in making decisions regarding provisions include the nature of the dispute or claims, the potential level of damages, and the progress of the case (including developments after the financial statements date but before the financial statements are issued).

(c) Taxation

The Romanian tax system is in a phase of consolidation and harmonization with European legislation. However, there are still differing interpretations of tax legislation. In certain situations, tax authorities may treat certain matters differently, resulting in the calculation of additional taxes and fees, as well as related late payment penalties. Management believes that the tax liabilities included in the financial statements are appropriate.

#### *2.4. Significant General Financial Reporting Principles*

The financial statements for the fiscal year ended December 31, 2025, were prepared in accordance with the following general financial reporting principles:

##### Going concern principle

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue its normal operations in the foreseeable future without becoming unable to continue its operations or without a significant reduction in its operations. To assess the applicability of this assumption, management analyzes forecasts regarding future cash inflows. Based on these analyses, management believes that the Company will be able to continue its operations in the foreseeable future and, therefore, the application of the going concern principle in preparing the separate annual financial statements is justified.

As of December 31, 2025, the Company reported a **net profit of 5,341,455 lei**, with **net current assets of 7,012,155 lei**.

##### Consistency Principle

The Company applies the same rules, methods, and standards regarding the valuation, recording, and presentation in the accounts of assets, liabilities, and equity, ensuring the comparability of accounting information over time.

##### Prudence Principle

In preparing the financial statements, the following were taken into account:

- all value adjustments resulting from impairment in the valuation of assets;
- only the profit realized as of the balance sheet date was included in the income statement;
- liabilities arising in the current fiscal year or a prior fiscal year were recognized, even if they became evident only between the balance sheet date and the date of preparation of the financial statements.

##### Accrual Accounting Principle

The effects of transactions and other events are recognized when the transactions and events occur (and not as cash or its equivalent is received or paid) and are recorded in the books and reported in the financial statements for the relevant periods. Revenues and expenses that result directly and simultaneously from the same transaction are recognized simultaneously in the accounts, through a direct association between the related expenses and revenues, with these revenues and expenses being presented separately.

### Intangibility Principle

The opening balance sheet of the current fiscal year corresponds to the closing balance sheet of the previous fiscal year.

### Separate Valuation Principle

In order to determine the total value corresponding to a balance sheet item, the value of each individual asset or liability item was determined separately.

### No Offsetting Principle

The values of items representing assets were not offset against the values of items representing liabilities/equity; similarly, no offsets were made between revenue and expense items.

### Historical Cost Principle

The items presented in the financial statements are measured at historical cost.

### Materiality Principle

Items of material significance are presented separately in the financial statements.

### Recognition and presentation of items in the balance sheet and income statement, taking into account the economic substance of the transaction or commitment in question

Economic and financial events and transactions have been recorded in the accounts as they occurred, based on supporting documents. When there are differences between the economic substance or nature of a transaction or operation and its legal form, the entity records these transactions in the accounts in accordance with their economic substance.

#### *2.5 Currency conversions*

Transactions conducted in foreign currency are converted into LEI at the exchange rate in effect on the transaction date.

The LEU/EUR exchange rates as of December 31, 2024, and December 31, 2025, were as follows:

<b>Currency</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
LEU/EUR	4.9741	5.0985

#### *2.6 Intangible Assets*

Intangible assets that meet the recognition criteria set forth in Regulation 36/2015 are presented at cost less accumulated amortization.

Costs related to the acquisition of software are capitalized and amortized on a straight-line basis over their useful lives.

Concessions, patents, licenses, trademarks, rights, and similar assets are recorded in the intangible assets accounts at acquisition cost.

Licenses and other intangible assets are amortized using the straight-line method over an estimated period of 3 years.

## ***2.7 Tangible Assets***

### **Cost / Valuation**

Tangible assets recognized as assets are initially measured at cost by the Company and subsequently at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant, and equipment consists of the purchase price, including non-refundable taxes and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, such as: initial delivery and handling costs, installation and packaging costs, professional fees, after deducting any trade discounts.

Expenses for the maintenance and repair of property, plant, and equipment are recognized by the Company in the income statement as they occur, and significant improvements to property, plant, and equipment that increase their value or extend their useful life, or that significantly enhance the Company's ability to generate economic benefits, are capitalized.

Tangible assets under construction are reclassified as completed assets upon their acceptance, delivery for use, or commissioning, as applicable.

### **Depreciation**

Depreciation is calculated on the depreciable amount, which is the cost of the asset or another value that replaces the cost. Depreciation is recognized in profit or loss using the straight-line method over the estimated useful life of each component of a tangible asset.

The useful lives for the reporting period are as follows:

- Land improvements                      10 years;
- Buildings                                      40 years;
- Technical installations                      3–6 years;
- Transportation                                5 years;

- Furniture and office equipment 3–5 years.

The depreciation periods used in accounting are the same as those used by the Company for tax purposes.

#### Tangible assets held under finance leases or purchased on installment

As of December 31, 2025, the Company has three outstanding financial lease agreements with a 5-year term, entered into in 2020 and 2021, respectively, covering three vehicles with a total acquisition cost of 670,432 lei. As of December 31, 2025, the carrying amount of property, plant, and equipment held under finance leases is 138,524 lei.

In 2021, the Company acquired a vehicle with an initial value of 487,094 lei, for which the monthly payments were made through the end of 2025.

#### Derecognition

Tangible assets that have been disposed of or scrapped are removed from the Balance Sheet along with the corresponding accumulated depreciation.

Any gain or loss on the disposal of an asset is determined by comparing the proceeds from the disposal with the carrying amount of the property, plant, and equipment and is recognized at net amount in profit or loss for the period.

### **2.8 Financial Assets**

Financial assets are initially recognized at acquisition cost or the amount determined by the acquisition contract. Financial assets are subsequently recognized at their carrying amount less accumulated impairment losses.

### **2.9 Impairment of Fixed Assets**

The carrying amount of the Company's assets, other than inventory, is reviewed at each balance sheet date to determine whether there is any impairment. If such an impairment is likely, the recoverable amount of the asset in question is estimated. The adjustment of the value of intangible and tangible fixed assets and their write-down to book value is performed, depending on the type of impairment, either by recording additional depreciation if an irreversible impairment is identified, or by establishing or increasing impairment allowances, if a reversible impairment is identified.

#### Reversal of impairment allowances

An impairment loss on an investment made by the Company in financial instruments or a receivable is reversed when the subsequent increase in the recoverable amount can be linked to an event that occurred after the impairment loss was recognized.

For other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

### ***2.10 Trade receivables***

Trade receivables are recognized and recorded at their original amount receivable, less allowances for impairment for uncollectible amounts. Allowances for impairment are established when there is evidence that the Company will not be able to collect the receivables by the originally agreed due date. Uncollectible receivables are recorded as an expense when identified.

### ***2.11 Cash and Cash Equivalents***

Cash and cash equivalents consist of cash on hand and bank accounts. For the Statement of Cash Flows, cash and cash equivalents include cash on hand and bank accounts.

### ***2.12 Financial liabilities***

Trade payables are recorded at cost, which represents the amount of the obligation to be paid in the future for goods and services received, regardless of whether or not they have been invoiced to the Company. For liabilities denominated in lei, whose settlement is based on a foreign exchange rate, any favorable or unfavorable differences resulting from their valuation are recorded as financial income or expenses, as applicable.

### ***2.13 Lease Agreements***

Finance leases, which transfer to the Company all the risks and rewards associated with the leased property, are capitalized at the commencement of the lease at the acquisition cost of the leased assets. Lease payments are allocated between interest expense and the reduction of the lease liability. Interest expense is recognized directly in the income statement.

Assets capitalized under a finance lease are depreciated on a basis consistent with the normal depreciation policy for similar assets.

### ***2.14 Provisions***

Provisions are recognized when the Company has a present obligation (legal or constructive) arising from a past event, it is probable that an outflow of resources will be required to settle the obligation, and the amount of the obligation can be reliably estimated. The amount of a provision represents the best estimate of the probable expenses, or, in the case of a liability, the amount necessary to settle the liability.

### ***2.15 Share Capital***

Share capital, consisting of common shares, is recorded at the amount established in the articles of incorporation. The Company recognizes changes in share capital only after their approval by the General Meeting of Shareholders.

### ***2.16 Legal reserves***

It is set aside at a rate of 5% of the gross profit reported at the end of the fiscal year until the total statutory reserves reach 20% of the paid-in capital, in accordance with legal provisions. As of December 31, 2025, the Company has established a statutory reserve at the level required by law, namely 20% of the paid-in capital.

### ***2.17 Dividends***

Dividends are recognized as a liability in the period in which their distribution is approved. Dividends are distributed following the approval of the financial statements.

### ***2.18 Retained Earnings***

The carried-forward accounting loss is offset against the profit of the current fiscal year, following the approval of the annual financial statements in accordance with the law.

The accounting treatment of the allocation of accounting profit is performed in the year following the general meeting of shareholders that approved the profit distribution, by recording the amounts representing dividends due to shareholders, reserves, and other allocations, in accordance with the law. Entries made regarding the distribution of profit cannot be reversed.

### ***2.19 Financial Instruments***

The financial instruments used by the Company consist mainly of cash, receivables, and payables. Such instruments are measured in accordance with the specific accounting policies presented above in Note 2.

## **2.20 Revenue Recognition**

### Operating Revenue

Revenue includes both amounts or values received or receivable in the Company's own name from current operations, as well as gains from any other sources. The Company's operating revenue comprises revenue from distribution activities, as well as other operating revenue.

The Company's turnover consists of revenue from the distribution of insurance and reinsurance contracts, consisting mainly of revenue from other activities related to distribution.

The Company's revenue is recognized as services are rendered based on invoices or under other terms specified in the contracts signed by the Company.

### Interest income

Interest is recognized periodically, on a pro rata basis, as the related revenue is earned, using the accrual basis of accounting.

## **2.21 Taxes and Duties**

The Company recognizes current income tax in accordance with Romanian legislation in effect as of the date of the financial statements. Liabilities related to taxes and duties are recognized in the period to which they relate.

## **2.22 Accounting errors**

Errors identified in the accounting records may relate to either the current fiscal year or prior fiscal years. Errors are corrected on the date they are identified.

Corrections of errors related to the current fiscal year are recorded in the income statement. Corrections of material errors related to prior fiscal years are recorded in retained earnings.

### 3. RISK MANAGEMENT

#### Interest Rate Risk

The Company's interest rate risk arises from long-term loans contracted in 2018 and 2020 with a variable interest rate. The Company's exposure to the risk of changes in interest rates on cash flows is partially offset by cash placed in deposits, for which the interest rate is also variable.

#### Foreign exchange risk

The Company is not exposed to this risk, as its operations are conducted in the domestic market, and as of the date of the financial statements, it has insignificant balances related to liabilities denominated in foreign currency (liabilities related to outstanding finance lease contracts).

#### Credit risk

The Company conducts business only with reputable third parties who justify credit financing. Receivables balances are continuously monitored, resulting in the Company's insignificant exposure to the risk of uncollectible receivables.

### 4. INTANGIBLE ASSETS

GROSS VALUE / Fixed asset items	Opening balance January 1, 2025	Increases	Decreases		Ending balance December 31, 2025
			Total	Of which: write-offs	
Licenses and other intangible assets	122,688	34,121	0	0	156,809
<b>TOTAL</b>	<b>122,688</b>	<b>34,121</b>	<b>0</b>	<b>0</b>	<b>156,809</b>

DEPRECIATION / Fixed assets	Opening balance January 1, 2025	Depreciation during the year	Depreciation on fixed assets removed from the books	Ending balance December 31, 2025
Licenses and other intangible assets	120,387	11,706		132,093
<b>TOTAL</b>	<b>120,387</b>	<b>11,706</b>	<b>0</b>	<b>132,093</b>

<b>Book value</b>	<b>2,302</b>			<b>24,716</b>
-------------------	--------------	--	--	---------------

During 2025, the carrying amount of intangible assets (licenses and software) increased by 974%, driven by the acquisition of licenses. The depreciation of intangible assets recognized by the Company in 2025 is 11,706 lei.

## 5. TANGIBLE ASSETS

GROSS VALUE / Fixed asset items	Opening balance January 1, 2025	Increases	Decreases		Ending balance December 31, 2025
			Total	Of which: Demolitions and write-offs	
Land and buildings	3,819,033	0	0	0	3,819,033
Technical equipment and machinery	2,171,375	82,889	89,300	0	2,164,964
Other equipment, machinery, and furniture	126,384	3,379	0	0	129,763
Advances and tangible assets in progress	0	0	0	0	0
<b>TOTAL</b>	<b>6,116,792</b>	<b>86,268</b>	<b>89,300</b>	<b>0</b>	<b>6,113,760</b>

DEPRECIATION / Fixed Assets	Opening balance January 1, 2025	Depreciation during the year	Depreciation on fixed assets removed from the books	Ending balance December 31, 2025
Land improvements	10,943	1,931	0	12,874
Construction	343,926	64,530	0	408,455
Technical installations and machinery	1,684,738	234,367	89,300	1,829,805
Other equipment, machinery, and furniture	122,485	3,610	0	126,096
<b>TOTAL</b>	<b>2,162,092</b>	<b>304,438</b>	<b>89,300</b>	<b>2,377,230</b>
<b>Book value</b>	<b>3,954,700</b>			<b>3,736,529</b>

During 2025, the book value of tangible assets decreased by 6%. Investments in equipment and technical installations made during 2025 amounted to 82,889 lei. In 2025, the decrease in the value of tangible assets resulted from the disposal of a fully depreciated vehicle.

The amount of depreciation expense on tangible fixed assets recognized by the Company in 2025 is 304,438 lei.

As of December 31, 2025, the Company has not recorded any other adjustments for the impairment of tangible assets.

## 6. FINANCIAL ASSETS

The financial assets presented in the balance sheet refer to the shares held in the share capital of the subsidiary Transilvania Financial Services S.R.L., in the amount of 1,000,000 lei, fully paid up during 2025. Additionally, financial assets include guarantees paid to for lease agreements for premises used to conduct current operations, including guarantees for utility contracts.

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

<b>GROSS VALUE</b>	<b>Opening balance January 1, 2025</b>	<b>Increases</b>	<b>Decreases</b>	<b>Ending balance December 31, 2025</b>
Securities held in affiliated entities	0	1,000,000	0	1,000,000
Guarantees and long-term receivables	10,890	0	0	10,890
<b>TOTAL</b>	<b>10,890</b>	<b>1,000,000</b>		<b>1,010,890</b>

<b>IMPAIRMENT ADJUSTMENTS</b>	<b>Opening balance January 1, 2025</b>	<b>Increases</b>	<b>Decreases</b>	<b>Ending balance December 31, 2025</b>
Securities held in affiliated entities	0	0	0	0
Guarantees and long-term receivables	0	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

<b>Net book value</b>	<b>10,890</b>			<b>1,010,890</b>
-----------------------	---------------	--	--	------------------

## 7. TRADE RECEIVABLES AND OTHER RECEIVABLES

The Company's receivables, analyzed by liquidity, are as follows:

<b>Receivables</b>	<b>No.</b>	<b>Balance as of January 1, 2025</b>	<b>Balance as of December 31, 2025</b>	<b>Maturity</b>		
				<b>Less than 1 year</b>	<b>1-5 years</b>	<b>Over 5 years</b>
<i>(0)</i>	<i>(1)</i>	<i>(2)</i>	<i>(3 = 4+5+6)</i>	<i>(4)</i>	<i>(5)</i>	<i>(6)</i>
<b>TOTAL RECEIVABLES (line 1 – line 2 + line 3 to 8 – line 9 + line 10 + line 11), of which:</b>		<b>12,613,816</b>	<b>12,468,419</b>	<b>12,468,419</b>	<b>0</b>	<b>0</b>
Receivables related to distribution activities	1	787,117	790,933	790,933	0	0
<i>Adjustments for impairment of receivables related to distribution activities</i>	2	<i>-138,993</i>	138,993	138,993	0	
Amounts receivable from affiliated entities	3	0	0	0	0	0
Advances for services rendered	4	666,000	759,000	759,000	0	0
Advances to employees and similar receivables	5	0	0	0	0	0
Receivables from the state budget	6	108,769	0	0	0	0
Receivables from the social security budget	7	82,830	9,160	9,160	0	0
Receivables from various debtors	8	11,134,450	11,074,676	11,074,676	0	0
<i>Allowances for impairment of accounts receivable</i>	9	<i>-26,357</i>	26,357	26,357	0	0
Receivables from invoices to be issued	10	0	0	0	0	0
Settlements from transactions under review	11	0	0	0	0	0

Receivables related to distribution activities are non-interest-bearing and generally have a collection period of less than 30 days.

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

---

Doubtful receivables are recorded separately in the accounts. When it is estimated that a receivable will not be collected in full, an allowance for impairment is recorded in the accounts for the amount that can no longer be recovered. As of December 31, 2025, the provisions for impairment of receivables related to distribution activities amount to 138,993 lei and represent 100% of the value of doubtful receivables.

Receivables representing advances for services rendered in the amount of 759,000 lei consist of amounts paid in advance to distribution assistants, which are settled against the commissions owed to them for brokered policies.

Receivables from various debtors totaling 11,074,676 lei relate for the most part to amounts to be settled with the Company by distribution assistants in January 2026. Of this amount, 26,357 lei represents receivables from various debtors, a portion of which relates to receivables subject to litigation.

The Company makes estimates regarding the risk of non-collection of receivables recorded as of December 31, 2025. Based on these estimates, the Company recorded impairment adjustments related to receivables from various debtors in the amount of 26,357 lei.

<b>Impairment adjustments for receivables</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
<b>At the beginning of the period</b>	<b>169,638</b>	<b>165,350</b>
Provisions made during the year	0	0
Cancelled during the year	4,288	0
<b>At the end of the period</b>	<b>165,350</b>	<b>165,350</b>

## **8. SHORT-TERM INVESTMENTS**

As of December 31, 2025, the Company has no short-term investments recorded on its balance sheet.

## **9. CASH AND CASH EQUIVALENTS**

<b>Indicator</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
Bank accounts (lei)	8,381,975	8,563,712
Cash on hand (lei)	5	98
Other assets (lei)	0	0
Cash advances (lei)	0	0
<b>TOTAL</b>	<b>8,381,980</b>	<b>8,563,810</b>

## 10. TRADE PAYABLES AND OTHER LIABILITIES

The Company's liabilities, analyzed by maturity, are as follows:

Liability Items	No	Balance as of January 1, 2025	Balance as of December 31, 2025	Maturity		
				Less than 1 year	1-5 years	Over 5 years
(0)	(1)	(2)	(3 = 4+5+6)	(4)	(5)	(6)
<b>TOTAL LIABILITIES (lines 1 through 14), of which:</b>		<b>15,738,328</b>	<b>14,275,921</b>	<b>14,101,157</b>	<b>174,764</b>	<b>0</b>
Loans from bond issuance	1	0	0	0	0	0
Amounts owed to credit institutions	2	838,402	407,783	233,019	174,764	0
Liabilities related to distribution activities	3	13,671,242	12,122,208	12,122,208	0	0
Amounts due to related entities	4	97,300	100	100	0	0
Liabilities arising from lease agreements	5	140,920	50,023	50,023	0	0
Payables to suppliers and other creditors	6	164,233	125,749	125,749	0	0
Payroll liabilities	7	380,460	242,758	242,758	0	0
Amounts owed to distribution assistants	8	14,536	67,626	67,626	0	0
Liabilities to the social security budget	9	167,433	206,689	206,689	0	0
Liabilities to the state budget	10	30,375	722,815	722,815	0	0
Liabilities to special funds in distribution activities	11	28,557	40,314	40,314	0	0
Other liabilities	12	6,333	2,334	2,334	0	0
Liabilities related to dividends payable to shareholders	13	0	0	0	0	0
Settlements from transactions under review	14	198,536	287,523	287,523	0	0

The Company's liabilities as of December 31, 2025, relate primarily to liabilities to insurance companies, to be settled in January 2026, amounting to 12,122,208 lei (13,671,242 lei in 2024).

Liabilities to financial and banking institutions are presented in the balance sheet according to their maturity.

The long-term loan in the amount of 1,400,000 lei was contracted by the Company in 2018 to finance the acquisition of a building in Bistrița (the Company's current headquarters) and two plots of land associated with the building, for a total value of 1,698,272 lei. The loan was contracted for a term of 84 months, and the final installment was repaid in December 2025. The collateral provided for this loan (a pledge of bank accounts held at the bank; a real estate mortgage on the building and the two plots of land) was released as of the balance sheet date.

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

---

The second loan, in the amount of 1,611,713 lei, was contracted in 2020 to finance the acquisition of a building and the associated land in Bucharest; repayment of this loan is made in 84 equal monthly installments, with a final maturity date of September 29, 2027. As of December 31, 2025, the balance of this loan is 407,783 lei. The building and land financed by this loan are mortgaged in favor of the bank. The interest rate is determined based on the 6-month ROBOR index and the bank's margin.

As of the end of 2025, there are two outstanding finance lease contracts with a total liability of 50,023 lei, , with the following maturity schedule:

<b>Finance Lease Obligations</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
due within one year	88,777	50,023
maturing in more than one year	52,143	0
<b>Total</b>	<b>140,920</b>	<b>50,023</b>

Liabilities to the state budget, representing taxes and fees due, refer to amounts paid by the due dates for these obligations. Liabilities to employees and to social security budgets are presented according to their purpose.

Settlements from transactions under review show a credit balance of 287,523 lei as of December 31, 2025, and are generated by amounts erroneously collected from assistants and/or insured persons, which as of December 31, 2025, had not been allocated to policies, to be offset by subsequent payments upon policy renewal or refunded upon request.

## 11. PROVISIONS

As of 2025, the Company has no provisions recorded in its financial statements.

## 12. SHARE CAPITAL

<b>Indicator</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
Amount of subscribed and paid-in share capital (lei)	500,000	500,000
Number of common shares	5,000,000	5,000,000
Par value (lei/share)	0.10	0.10

On September 7, 2021, the extraordinary general meeting of shareholders decided to split the par value of the Company's shares at a split ratio of 1:2, the par value of the share consequently changing from 0.2 lei to 0.1 lei, the Company's share capital of 500,000 lei being divided into 5,000,000 shares with a par value of 0.1 lei each. By Decision No. 1426

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

of November 11, 2021, the Financial Supervisory Authority approved the Company's request regarding the split of the par val . The last trading date for Transilvania Broker de Asigurare S.A. shares prior to the split was February 11, 2022.

<b>13. RESERVES</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
Legal reserves	100,000	100,000
<b>Total reserves</b>	<b>100,000</b>	
<b>100,000</b>		

**14. PROFIT DISTRIBUTION**

<b>Indicator</b>	<b>Fiscal year ended December 31, 2024</b>	<b>Financial year ended December 31, 2025</b>
Net current profit	2,515,572	5,341,455
Retained earnings (profit)	6,152,499	5,668,071
<b>Total profit to be distributed</b>	<b>8,668,071</b>	<b>11,009,526</b>
Legal reserves	0	0
Other reserves	0	0
Dividends payable	3,000,000	6,000,000
<b>Retained earnings</b>	<b>5,668,071</b>	<b>5,009,526</b>

The Board of Directors approves the proposed allocations for the distribution of distributable profit. The retained earnings in the amount of 5,009,526 lei will be allocated at a later date, in accordance with the resolution of the General Meeting of Shareholders. The accounting treatment of the allocation of accounting profit will be recorded after the General Meeting of Shareholders approves the profit distribution.

**15. NET TURNOVER**

<b>Nature of revenues generated</b>	<b>December 31, 2024</b>	<b>December 31, 2025</b>
<b>Revenue from distribution activities, of which:</b>	<b>106,530,434</b>	<b>127,247,510</b>
Provision of consulting services and proposal of insurance and/or reinsurance contracts	0	0
Providing assistance with the management and administration of contracts, including in the event of a claim	1,080,363	1,199,691
Other activities related to distribution	105,440,617	126,036,512
<b>Revenue from brokerage activities</b>	<b>9,454</b>	<b>11,307</b>

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**  
*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

Revenue from the creation of insurance products in association with insurers	0	0
Revenue from the organization of professional training courses in insurance and reinsurance	0	0
Trade discounts granted	0	0
Revenue from royalties, management fees, and rent	0	0

**16. PERSONNEL EXPENSES**

a) Salary expenses and related contributions, other employee-related expenses

Indicator	Amount as of December 31, 2024	Amount as of December 31, 2025
Employee expenses	5,331,057	5,178,380
Lunch tickets expenses	263,400	251,580
Expenses related to bonuses representing employee profit sharing	0	0
Insurance and social security expenses	75,095	38,965
Employment insurance contribution	120,193	115,907
Staff training expenses	38,000	3,403
<b>TOTAL, of which:</b>	<b>5,827,745</b>	<b>5,588,235</b>
Expenses related to executive management staff	<b>513,732</b>	<b>560,138</b>

b) Board of Directors:

First and last name	Position	Gross compensation paid in 2025
NICULAE DAN	Chairman of the Board	172,238
TUICA GABRIEL ALEXANDRU	Non-Executive Director	12,150
DENES DANIELA TASIA	Independent Director – Chair of the Audit Committee	189,600
LOGIN GABRIEL	Non-executive director	174,000
BOBU LOREDANA	Non-executive director	12,150
<b>TOTAL</b>		<b>560,138</b>

## 17. ANALYSIS OF OPERATING INCOME

### a) OPERATING INCOME

Indicator	Financial year ended December 31, 2024	Financial year ended December 31, 2025
1. Net turnover	106,530,434	127,247,510
2. Cost of goods sold and services rendered (3+4)	99,429,102	115,202,667
3. Expenses from core operations	99,272,277	115,019,742
4. Expenses from auxiliary activities	156,825	182,925
5. Gross profit on net sales (1-2)	<b>7,101,332</b>	<b>12,044,843</b>
6. Selling expenses	2,605,165	3,449,860
7. General administrative expenses	2,390,707	2,479,275
8. Other operating income	623,408	136,734
9. Operating income (5-6-7+8)	<b>2,728,868</b>	<b>6,252,441</b>

### b) EXPENSES RELATED TO EXTERNAL SERVICES

Indicators	Fiscal year ended December 31, 2024	Fiscal year ended December 31, 2025
Expenses related to energy and water	57,326	70,467
Maintenance and repair expenses	52,275	33,386
Expenses for royalties, management leases, and rent	96,792	106,375
Insurance expenses	202,300	215,973
Staff training expenses	38,000	3,403
Expenses related to contractors	0	0
Expenses related to commissions and fees	0	0
Entertainment, advertising, and promotional expenses	202,944	207,685
Expenses for transportation of goods and personnel	0	0
Expenses for travel, secondments, and transfers	47,433	60,403
Postal and telecommunications expenses	172,580	183,493
Banking and similar service expenses	923,990	1,347,347
Other expenses for services provided by third parties	2,354,788	3,181,772
<b>TOTAL</b>	<b>4,148,428</b>	<b>5,410,305</b>

## 18. INCOME TAX

Indicator	Value in 2024	Value in 2025
1. Accounting profit or loss (a)	2,515,572	5,341,455
2. Income-like items	0	0
3. Legal reserve	0	0
4. Non-taxable income	795,946	0
5. Non-deductible expenses	1,079,679	1,533,512
6. Tax-deductible depreciation	210,392	204,542
<b>7. Taxable profit / Tax loss for the reporting year (row 1+2-3-4+5+6)</b>	<b>2,588,913</b>	<b>6,670,424</b>

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

---

8. Tax loss from prior years		
<b>9. Taxable profit/Tax loss to be carried forward to future years (Lines 7–8)</b>	<b>2,588,913</b>	<b>6,670,424</b>
<b>10. Current income tax (line 9 × 16%)</b>	<b>414,226</b>	<b>1,067,269</b>
11. Tax on reinvested profit	0	0
<b>12. Income tax payable (Lines 10–11)</b>	<b>414,226</b>	<b>1,067,269</b>
13. Tax credit	0	0
14. Income tax payable for Q1 + Q2 + Q3	440,150	255,291
15. Sponsorship expenses	82,845	117,454
<b>16. Income tax payable/income tax receivable at the end of the period (lines 12-13-14-15)</b>	<b>-108,769</b>	<b>694,524</b>

---

At the end of 2025, **the company** reported a liability to the state budget for income tax in the amount of 694,524 lei. The amount payable will be reduced by 9,941 lei, representing a tax credit obtained in accordance with tax legislation.

## **19. OTHER INFORMATION**

### Information regarding relationships with affiliated entities and other related parties

As of December 31, 2025, the Company holds 100% of the share capital of Transilvania Financial Services S.R.L.. This subsidiary was established on December 2, 2024, and the contribution to the share capital in the amount of 1,000,000 lei was paid in during 2025.

No other transactions were conducted with Transilvania Financial Services S.R.L. during 2025.

In 2021, the Company purchased a vehicle valued at 487,094 lei from Mr. Niculae Dan, Chairman of the Board of Directors and shareholder of the Company. In 2025, the total amount paid by the Company in connection with this liability was 97,200 lei. During 2025, the Company recorded revenue of 20,314 lei from the sale of a fully depreciated passenger car to Mr. Tuica Gabriel Alexandru, a non-executive director.

### Subsequent Events

Events occurring after the balance sheet date are those events, favorable or unfavorable, that occur between the balance sheet date and the date on which the annual financial statements are authorized for issuance. There were no subsequent events requiring adjustments to the annual financial statements.

### Rent and Lease Expenses

Rental expenses recorded in 2025 in the amount of 106,375 lei relate to the premises used by the Company as business locations.

For the year 2025, interest expenses related to lease agreements amount to 4,208 lei.

### Contingent Liabilities

The Company considers it necessary to disclose certain contingent liabilities, which are obligations arising from past events prior to the balance sheet date but are not recognized as liabilities on the balance sheet because it is uncertain whether an outflow of resources will be required to settle these liabilities. This refers to the litigation pending as of the balance sheet date, as follows:

- In the 2024 case pending before the Bucharest Tribunal, Transilvania Broker de Asigurare S.A. is named as a secondary and alternative defendant. The plaintiff is seeking damages in the amount of 200,000 euros plus legal costs, based on a policy for which payment was denied by the insurer Omniasig Vienna Insurance Group S.A., following the investigation of the claim. The Company's attorney estimates that the chances of successfully dismissing the plaintiff's claims are over 70%.

### **Fees**

All amounts owed to the State for taxes and duties have been paid or recorded as at the balance sheet date. The Romanian tax system is currently being consolidated, and there may be differing interpretations by the authorities regarding tax legislation, which could give rise to additional taxes, duties, and penalties. If state authorities discover violations of Romanian legal provisions, they may, as appropriate: confiscate the amounts in question, impose additional tax liabilities, apply fines, or apply late payment penalties (calculated on the remaining amounts actually due). Consequently, tax penalties resulting from violations of legal provisions may amount to significant sums payable to the State.

The Company believes that it has paid all taxes, penalties, and penalty interest in full and on time, to the extent applicable.

In Romania, the tax year remains open for audits for a period of 5 years.

### **Environmental Issues**

The Company is not aware of any potential adverse environmental impacts resulting from its operations that would need to be quantified. The outcome of such potential

**TRANSILVANIA INSURANCE BROKER S.A.**  
**NOTES TO THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS**  
**for the financial year ended December 31, 2025**

*(all amounts are expressed in lei ("RON"), unless otherwise specified)*

---

impacts is uncertain, and the Company's management does not consider it necessary to set aside provisions for such environmental liabilities.

**Commitments - Guarantees granted to third parties**

For the long-term loans contracted, the Company has provided the following guarantees in favor of the bank:

- Cash guarantee on bank accounts opened with the bank;
- Real estate collateral on the property consisting of an apartment located in Bucharest, with cadastral number 253777-C1-U1, registered in Land Registry No. 253777-C1-U1 of Bucharest Municipality, Sector 1, together with the corresponding share of 3126/10,000 of the common areas and appurtenances, as well as a 9,000/100 share of the 270 sq. m. of urban land, with cadastral number 253777, registered in Land Registry No. 253777-C1-U1 of Bucharest Municipality, Sector 1.

The financial statements were authorized on March 25, 2026, by the Board of Directors, for approval by the General Shareholders' Meeting.

Chairman of the Board of Directors,  
Mr. Niculae Dan  
Signature \_\_\_\_\_

Prepared by,  
Ms. Dana Cirstea  
CFO  
Signature \_\_\_\_\_

Income statement



## DECLARATION

in accordance with the provisions of Article 30 of the Accounting Law no 82/1991 republished, with subsequent amendments and additions

---

Financial statements have been prepared as at December 31, 2025 for:

Entity: Soc Transilvania Broker de Asigurare S.A.

County: Bistrita-Nasaud

Address: Bistrita, Calea Moldovei str, 13

Form of ownership: 34- Joint stock company

Trade Registry number: J06/674/2006

Main activity (CAEN class code and name) : 6622- Activities of insurance agents and brokers

Tax identification code: 19044296

---

The undersigned Baltasiu Sorin-Stefan Baltasiu - General Manager and Cirstea Daniela Anca - CFO, declare that to the best of our knowledge, the financial statements have been prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position, profit and loss account and confirm that the Report of the Board of Directors for the financial year 2025 includes a fair analysis of the development and performance of the company, as well as a description of the main risks and uncertainties specific to the activity carried out.

General Manager ,

Baltasiu Sorin-Stefan

CFO

Cirstea Daniela Anca



**REPORT**  
**of the Board of Directors**  
**for the financial year ended December 31, 2025**

*in accordance with the provisions of ASF Regulation No. 5/2018  
as subsequently amended and supplemented  
regarding issuers of financial instruments and market operations*

## 1. Analysis of the Company's Activities

### 1.1. Description of the Company's core business

**TRANSILVANIA BROKER de ASIGURARE S.A.** is an insurance distribution company, established and registered in 2006. The Company operates in accordance with the provisions of the Companies Act No. 31/1990 and the Insurance Distribution Act No. 236/2018. The company complies with the regulations issued by the Financial Supervisory Authority regarding insurance distribution. The company has been listed on the Bucharest Stock Exchange since November 2, 2017.

#### 1.1.1. Description of any significant merger or reorganization of the Company, its subsidiaries, or its controlled entities during the financial year

During the reporting period, there were no mergers, spin-offs, or acquisitions within the meaning of applicable law.

At the same time, the Company expanded its structure by acquiring a 100% stake in the share capital of Transilvania Financial Services SRL, a company established and authorized to conduct credit brokerage activities.

#### 1.1.2. Description of asset acquisitions and/or disposals

In the 2025 fiscal year, the asset structure of Transilvania Broker de Asigurare SA was primarily influenced by the increase in financial assets, resulting from the establishment and holding of a 100% stake in the share capital of Transilvania Financial Services SRL.

Thus, financial assets increased from 10.9 thousand lei to 1,010.9 thousand lei, representing 14.5% of total assets. During the same period, property, plant, and equipment decreased by 5.5%, primarily due to depreciation, while acquisitions of intangible assets (licenses) amounted to 34.1 thousand lei.

The share of fixed assets in total assets increased to 18.5%, compared to 16.2% at the beginning of the period, and the depreciation rate of fixed assets was 41.5% as of December 31, 2025.

The Company did not make any significant acquisitions or disposals of tangible assets during the 2025 fiscal year.

As of December 31, 2025, the Company has not recorded any impairment adjustments for tangible fixed assets.

#### 1.1.3. Description of the Company's main operating results

The intensification of brokerage activity, driven by both the development of new partnerships and organic business growth, was reflected in an 8% increase in the volume of brokered premiums in 2025 compared to the previous year, reaching a new record level of over 1.11 billion lei. This trend was driven primarily by business expansion, with the number of brokered policies increasing by approximately 7%, as well as by the general rise in premium rates charged by insurers, particularly for MTPL policies, following the removal of rate caps for this class.

In terms of economic and financial indicators, the expansion of distribution activities, in the context of the removal of caps in the insurance sector, led to a return of performance indicators to the company's historical (pre-cap) growth trajectory ( ). Thus, revenues from brokerage activities increased, as of December 31, 2025, by approximately

---

21 million lei (+19.4%) compared to 2024, while net profit recorded a significant increase, more than doubling, by 2.83 million lei (+112.3%), exceeding 5.3 million lei at the end of the fiscal year.

The accelerated growth in results in 2025 was driven primarily by performance in the fourth quarter, a period in which, amid a moderate increase in the volume of premiums brokered (+6.7% compared to the fourth quarter of 2024), revenues from brokerage activities rose by 44%, and profit was approximately 12 times higher compared to the same period of the previous year.

Compared to the budgeted levels for 2025, approved by the Ordinary General Meeting of Shareholders on April 28, 2025, revenue from distribution activities exceeded estimates by 7%, and the net profit reported as of December 31, 2025, was significantly above the forecast level, specifically by approximately 93%.

Regarding efficiency indicators, the average gross distribution commission stood at around 11.5%, up 1.1 percentage points (+10.6%) compared to 2024. The annual profit margin reached 4.2%, a level 78% higher than that of the reference period, a trend driven primarily by the 10.4% margin recorded in the fourth quarter of 2025, which was close to the company's historical levels.

The favorable developments recorded in 2025 reflect both cyclical effects, generated by the lifting of rate caps, particularly in the MTPL segment, and structural factors, such as the strengthening of partnership relationships and the organic development of the distribution network. In this context, although part of the accelerated growth in profitability, particularly in the fourth quarter, may be non-recurring, the improvement in commission levels and the expansion of the business base create the conditions for maintaining solid operational performance in the coming periods.

## 1.2. Economic and Financial Analysis

### 1.2.1. Elements of General Economic and Financial Analysis

The separate annual financial statements of Transilvania Broker de Asigurare SA have been prepared in accordance with the provisions of Accounting Law No. 82/1991, as republished, with subsequent amendments and additions, as well as with the provisions of FSA Regulation No. 36/2015 regarding accounting regulations applicable to insurance and/or reinsurance brokers.

The Company's management declares that the individual annual financial statements present a true and fair view of the financial position, financial performance, and other information regarding the Company's operations, and confirms their compliance, in all material respects, with the applicable reporting framework.

The applicable tax treatment was determined in accordance with the provisions of Law No. 227/2015 on the Tax Code, as subsequently amended and supplemented.

In preparing the financial statements, the fundamental accounting principles regarding the recognition and measurement of assets and liabilities were followed consistently to ensure the comparability of information over time. No offsetting was performed between assets and liabilities or between revenues and expenses. The preparation of the financial statements involves the use of professional estimates and judgments by management, based on the most recent information available.

Furthermore, the financial statements have been prepared on a going concern basis, as no significant uncertainties have been identified that would cast doubt on the Company's ability to continue as a going concern in the foreseeable future.

The Company's economic and financial transactions are recorded in the accounting records based on supporting documents and are reflected in the accounting records in accordance with applicable legal provisions.

### 1.2.2. Analysis of Key Economic and Financial Indicators

**1.2.2.1. Net profit: 5,341,455 lei**

**1.2.2.2. Net revenue: 127,247,510 lei**

#### 1.2.2.3. Liquidity, solvency, and debt indicators

The analysis of liquidity, solvency, and debt indicators highlights the solid financial position of Transilvania Broker de Asigurare SA, both in the short term and in the medium and long term.

Risk indicators	Calculation formula	12/31/2024	12/31/2025	Reference ranges
Current/immediate liquidity	Current assets / Current liabilities	<b>1.374</b>	<b>1.492</b>	>2/1
Quick liquidity ( <i>cash ratio</i> )	Cash and cash equivalents / Current liabilities	<b>0.549</b>	<b>0.607</b>	>0.5
Overall solvency	Total assets / Total liabilities	<b>1,589</b>	<b>1,813</b>	>1

Equity ratio	Equity / Total Liabilities*100	0.371	0.448	>30%
Risk indicators (cont.)	Calculation formula	12/31/2024	12/31/2025	Reference ranges
Debt ratio	Borrowed capital / Permanent capital * 100	8.62%	3.46%	<50%
Debt ratio	Total liabilities / Total assets * 100	62.9%	55.2%	<80%

Liquidity ratios remain within comfortable ranges, reflecting the company's ability to cover its short-term obligations from available current assets. However, given the specific nature of the distribution business, these ratios capture a snapshot of the company's financial position at a given point in time, as they are influenced by the dynamics of cash flows related to settlement cycles between the company, insurers, and business partners. In this context, the values of liquidity ratios may vary significantly from one period to another without necessarily indicating structural changes in the company's financial position; their relevance is therefore relatively limited in long-term assessments.

Regarding solvency, the reporting period shows an improvement in the general solvency ratio, driven by a reduction in total liabilities alongside an increase in total assets. This trend highlights the strengthening of the company's financial position and an enhanced ability to cover total liabilities with held assets.

The company's capital structure has improved significantly, driven by the repayment of long-term liabilities, such that, as of December 31, 2025, permanent capital consists exclusively of equity. At the same time, debt ratios are at levels significantly below the thresholds considered prudent, reflecting a low-risk profile and high financial autonomy. This positioning provides the company with a high degree of financial flexibility and facilitates access to external sources of financing in the event of development initiatives.

#### 1.2.2.4. Profitability and Margin Ratios

Profitability indicators	Calculation formula	12/31/2024	12/31/2025
Operating margin	Operating income / Revenue *100	2.6%	4.9%
Net profit margin	Net profit / Revenue *100	2.4%	4.2%
Financial return margin	Net profit / Equity * 100	27.1%	46.0%
Return on permanent capital	Net profit / Permanent capital * 100	26%	45.3%

Profitability indicators confirm the favorable trend in operational performance during the period under review, reflecting both revenue growth and a significant improvement in net profit. At the same time, these indicators highlight the efficient use of resources made available to the company by shareholders, amid an accelerated increase in profitability.

### 1.2.2.6. Cash Flow: Changes in cash from operating, investing, and financing activities; cash at the beginning and end of the period

Name of indicators	Achievements for the period 31.12.2024	
	12/31/2024	12/31/2025
NET CASH GENERATED FROM OPERATING ACTIVITIES	-2,949,766	1,715,311
NET CASH GENERATED FROM INVESTING ACTIVITIES	5,091,595	-1,005,896
NET CASH FLOW FROM FINANCING ACTIVITIES	-542,019	-525,126
CASH AND CASH EQUIVALENTS AS OF JANUARY 1	8,819,527	8,381,980
NET INCREASE OR DECREASE IN CASH AND CASH EQUIVALENTS	1,599,810	184,289
EFFECTS OF EXCHANGE RATE FLUCTUATIONS ON MONETARY ITEMS	-747	-2,459
<b>CASH AND CASH EQUIVALENTS AS OF DECEMBER 31</b>	<b>8,381,980</b>	<b>8,563,810</b>

The cash flow analysis highlights a significant improvement in the cash-generating capacity from the operating activities of Transilvania Broker de Asigurare SA in the 2025 fiscal year.

Net cash generated from operating activities showed a positive trend, rising from a negative level of -2,949,766 lei in 2024 to a positive level of 1,715,311 lei in 2025. This trend reflects improved operational performance, coupled with more efficient management of working capital and settlement flows specific to the brokerage business.

Cash flows from investing activities showed a significant change, from a positive level of 5,091,595 lei in 2024 to a negative level of -1,005,896 lei in 2025, a trend driven primarily by investments made during the fiscal year, including the establishment and financing of the equity interest in Transilvania Financial Services SRL.

With regard to financing activities, cash flows remained relatively stable, at a negative level of -525,126 lei in 2025 (-542,019 lei in 2024), reflecting primarily payments related to the Company's financial obligations.

### 1.3. Assessment of the Company's technical capabilities

#### 1.3.1. Description of the main products manufactured and/or services provided and distribution methods

TRANSILVANIA BROKER de ASIGURARE S.A. operates and provides professional services in the commercial insurance market in Romania.

The main insurance products brokered by the Company include:

- Life insurance;
- Health insurance;
- Accident insurance;
- Land transportation insurance;
- Rail transport insurance;

- Air transport insurance;
- Marine, lake, and river transport insurance;
- Insurance for goods in transit;
- Home insurance;
- Insurance of buildings and property belonging to legal entities;
- Motor vehicle liability insurance.

The professional services provided by the Company to insurance clients or potential clients include:

- Conducting distribution activities while ensuring fair treatment of clients, compliance with legal requirements regarding the distribution of insurance and reinsurance, and the avoidance of unfair, dishonest, fraudulent, or abusive practices;
- Identifying insurable risks, analyzing, assessing, and managing them;
- Making recommendations for minimizing or transferring insurable risks;
- With regard to the proposal of products and services, the distributor's sales staff provides customers with comprehensive, timely, accurate, objective, and truthful information about the proposed insurance product, to enable customers to make an informed decision;
- Providing advice to customers and potential customers based on an assessment of their requirements and needs, so that the proposed contracts are consistent with them;
- Analyzing any existing insurance policies;
- Designing an appropriate insurance program;
- Negotiating insurance terms and conditions, analyzing market opportunities in terms of value for money, and selecting the optimal insurance solution in line with the client's interests;
- Managing insurance contracts throughout their entire term and adapting them to the dynamics of the clients' businesses;
- Assistance in claims resolution and obtaining insurance compensation;
- Providing information on the Romanian insurance market.

Raising awareness of the rights and information that an insured person or potential insured person should have, through the minimum information provided to customers prior to the conclusion of insurance contracts:

- Definition of each insured event, the insurance indemnity in the event of an insured event, each benefit, and optional/supplementary clauses;
- Exclusions from coverage;
- The start and end dates of the insurance contract;
- The procedures for the performance, suspension, or termination of the insurance contract;
- Information regarding any rights the parties may have to terminate the contract early or unilaterally, including any penalties imposed by the contract in such cases;
- The method of paying premiums and the due dates for payment of insurance premiums;
- The methods and deadlines for payment of insurance benefits, surrender values, and insured amounts;
- Information regarding the premiums for each benefit, both primary and supplementary, as applicable;
- Information regarding the grace period;
- The methods for calculating and distributing bonuses;

- A statement of the total surrender value, the reduced insured amounts, and the extent to which they are guaranteed for each insurance year within the coverage period covered by the insurance contract;
- Information regarding situations in which the policy's surrender value is 0;
- The procedures for resolving any disputes arising from the performance of the contract, including information on the methods for amicably resolving complaints filed by policyholders or beneficiaries of insurance contracts, as applicable, which do not constitute a restriction on the customer's right to resort to legal proceedings;
- General information regarding the deductions provided for under the tax laws applicable to insurance contracts;
- The law applicable to the insurance contract;
- The existence of the Policyholder Guarantee Fund.

### 1.3.2. Assessment of sales activity

#### 1.3.2.1. Description of the sequential evolution of sales on the domestic and/or foreign market and of the medium- and long-term sales outlook

The evolution of the Company's sales is as follows:

Indicator name	As of 12/31/2024	As of 12/31/2025	Trend (lei)	Change (%)
Revenue	106,530,434	127,247,510 lei	20,717,076	19.45

#### 1.3.2.2. Description of the competitive landscape in the Company's field of activity, the market share of the Company's products or services, and its main competitors

The Company holds a market share of approximately 6% in the insurance distribution segment, consolidating its position among the leading intermediaries at the national level. In terms of business volume, it ranks fourth in the market, within a competitive environment characterized by a high degree of concentration.

The company's main competitors are Safety Broker de Asigurare S.A., Marsh – Broker de Asigurare-Reasigurare S.R.L., Destine Broker de Asigurare-Reasigurare S.R.L., and Inter Broker de Asigurare S.R.L., entities with a significant presence and extensive distribution networks.

#### 1.3.2.3. A description of any significant dependence of the Company on a single customer or group of customers whose loss would have a negative impact on the Company's revenue

Given that the Company maintains a diversified client portfolio, there is no dependence on a single client, which ensures greater business continuity and reduces commercial risks.

### 1.4. Assessment of issues related to the Company's employees/staff

#### 1.4.1. Specification of the number and level of training of the Company's employees

Relevant information regarding changes in the Company's workforce between 2024 and 2025 is provided below:

Number of employees (at year-end)	2024	2025
Economists	23	23



Computer scientists	1	0
Lawyers	5	5
Other professions - long-term higher education	8	9
Other professions - short-term higher education	2	2
Secondary education (Technical track)	1	1
<b>TOTAL</b>	<b>40</b>	<b>40</b>

Throughout 2025, the Company organized information and training events for employees and collaborators regarding industry trends, as well as legislative and organizational updates.

**1.4.2. Description of the relationship between managers and employees, as well as any elements of conflict characterizing these relationships**

No elements of a conflictual nature were identified within the Company in the relationships between managers and employees.

**1.5. Outlook**

**1.5.1. Expected trends in the internal environment**

In 2026, the Company will continue to strengthen its organic growth model, focusing primarily on diversifying revenue streams and improving operational efficiency, as part of a strategy aimed at expanding the ecosystem of financial services offered to customers.

In this context, the Company aims to deepen the operational integration of its strategic partnerships and capitalize on the commercial synergies they generate, including by expanding cross-selling opportunities and developing its presence in segments complementary to its traditional insurance brokerage business, such as bancassurance, fintech, and insurtech. At the same time, the Company aims to expand its product portfolio and focus its commercial efforts on segments with high growth potential, primarily SMEs, corporate fleet, corporate health, home insurance, and life insurance.

At the operational level, internal trends focus on continuing the digitization process and optimizing commercial and administrative infrastructure through the development of B2B and B2C platforms, the implementation of advanced CRM solutions, and the integration of marketing automation. These initiatives are designed to support increased digital conversion, optimize the cost per policy, and improve sales efficiency.

From an organizational perspective, the Company plans to strengthen its distribution network by investing in the recruitment, training, and retention of partners, as well as by enhancing the advisory capabilities of its sales force.

Overall, trends in the internal environment reflect a focus on digitalization, business diversification, operational efficiency, and supporting profitable growth.

## 1.5.2. External trends and factors

### Key trends in the global insurance brokerage market

According to the latest available data, the Romanian insurance market continued its positive trend in 2025, recording a 10.7% increase in gross written premiums in the first nine months compared to the same period of the previous year. The market structure remains dominated by general insurance, with a significant share of auto lines, particularly class A10 (MTPL and CMR), which accounts for over half of the underwriting in this segment.

The high degree of concentration on standardized products maintains an intensely competitive environment in the distribution sector, while also highlighting the need to diversify the portfolio toward insurance classes with a more balanced profile and greater potential for customer loyalty. There is also a noticeable trend of growing demand for complementary protection products, which reinforces the broker's role as a provider of advice and solutions tailored to an increasingly diverse risk profile.

At the European level, digitalization continues to significantly transform consumers' interaction with insurance products, as they increasingly use digital channels to compare offers and have higher expectations regarding the speed and efficiency of processes. At the same time, the use of artificial intelligence-based technologies helps optimize risk assessment processes and develop more personalized products, but also entails increased requirements regarding governance, data quality, and consumer protection.

The external environment is also characterized by intensifying requirements for compliance and operational resilience. The implementation of the European Digital Operational Resilience Act (DORA) imposes high standards regarding IT system security, IT risk management, and incident response capabilities. At the same time, risks in the European insurance sector remain moderate, against the backdrop of financial market volatility, the geopolitical context, and cyber risks.

In this context, these developments increase the relevance of investments in digital infrastructure, internal controls, business continuity, compliance, and transparency, particularly for entities active in the distribution of financial products and listed on the capital market.

## 1.6. Assessment of aspects related to the impact of the issuer's core business on the environment

The Company is not aware of any potential negative environmental impacts resulting from its operations that would need to be quantified. The outcome of such potential impacts is uncertain, and the Company's management does not consider it necessary to provision for such environmental liabilities.

As of December 31, 2025, the Company complies with the operating requirements set forth in current environmental protection legislation and holds an environmental permit to that effect.

## 1.7. Assessment of Research and Development Activities

### 1.7.1. Details of expenses incurred during the fiscal year and those anticipated for the next fiscal year related to research and development activities:

During the reporting period, according to data taken from the Company's balance sheet, no intangible fixed assets representing expenses associated with research and development activities were identified.

## 1.8. Assessment of the Company's risk management activities

### 1.8.1. Description of the issuer's internal control system

The internal control system of Transilvania Broker de Asigurare SA consists of the set of policies, procedures, and mechanisms implemented at the Company level, with the objective of providing reasonable assurance to management regarding the achievement of operational, financial, and compliance objectives.

This system includes the following main components:

*The Code of Ethical Conduct*, which reflects the Company's values and business environment, ensuring compliance with applicable laws and regulations, as well as the existence of mechanisms through which staff can report, without fear of negative consequences, any violations of the rules of conduct or other irregularities;

*Operational policies and procedures*, formalized in a dedicated manual, which ensure the efficient and controlled conduct of activities across all departments;

*The risk management system*, which includes the processes and resources necessary to identify, assess, monitor, and manage the significant risks to which the Company is exposed;

*Internal control procedures*, formalized in a specific manual, aimed at implementing an adequate control framework for risk management and providing reasonable assurance regarding:

- compliance with the applicable legal and regulatory framework;
- the accurate and complete recording of transactions and the faithful preparation of financial statements;
- the protection of assets and information;
- the prevention and detection of fraud and errors;
- ensuring the quality of accounting records and the timely provision of relevant and reliable information for decision-making.

#### 1.8.1.1. Assessment of the Risk Management and Internal Control Framework

The Board of Directors of Transilvania Broker de Asigurare SA informs shareholders that, during the financial year ended, it conducted the annual assessment of the adequacy and effectiveness of the risk management framework and the internal control system, in accordance with the provisions of the Bucharest Stock Exchange Corporate Governance Code.

The assessment took into account the organizational structure, internal policies and procedures, mechanisms for identifying, assessing, monitoring, and reporting risks, as well as the activities of the control functions (internal audit, internal control, and risk management).

Following this assessment, the Board of Directors considers that the risk management and internal control systems are appropriate to the complexity and specific nature of the Company's operations and function effectively, providing reasonable assurance regarding:

- compliance with the applicable legal and regulatory framework;
- protection of the Company's assets;

-reliability and integrity of financial and operational reporting;

-proper management of significant risks.

The Board of Directors continuously monitors the improvement of the internal control and risk management framework, based on recommendations from the control functions and industry best practices.

### **1.8.2. Description of the Company's exposure to market, credit, and liquidity risk**

Financial risk management is an integral part of the financial planning and control process, subject to strategic and tactical decisions that continuously adapt to constantly changing internal and external conditions. Financial decisions are made based on the cash flows projected from future contracts, which are inherently uncertain. Risk is therefore an inherent component of financial decisions.

**Financial risk includes market risk, liquidity risk, and credit risk.**

#### **a) Market risk (currency risk, interest rate risk, price risk)**

Unforeseen changes in *interest rates, exchange rates, or prices* can affect a company's financial results:

##### ➤ **Foreign Exchange Risk**

The Company is not significantly exposed to currency risk, given that its operations are conducted primarily in the domestic market. As of the reporting date, foreign currency exposures are immaterial and are generated mainly by obligations related to finance lease contracts.

##### ➤ **Interest rate risk**

Exposure to interest rate risk stems from long-term loans with variable interest rates contracted in previous years. Thus, changes in interest rates may affect the Company's cash flows.

The impact of this risk is partially offset by the Company's cash holdings in bank deposits, for which interest rates are also variable, helping to mitigate the effects of market fluctuations.

The level of the interest coverage ratio from gross profit, calculated for 2025, indicates the Company's strong ability to meet its financing cost obligations, reflecting low exposure to interest rate risk.

##### ➤ **Price risk**

Price risk stems from the prices of resources, exchange rates, and interest rates. It can arise particularly when entering into long-term contracts. With regard to price risk, contracts are typically short-term, so the Company has no exposure to this risk.

#### **b) Liquidity risk**

Current liquidity represents the Company's ability to cover its current liabilities using current assets. The recommended minimum level for this indicator is 2.

Management analyzes exposure to liquidity risk, and the Company's policy is to maintain sufficient liquidity to meet its obligations as they become due, as well as to ensure a balance between the collection period for receivables and the payment period for payables.

The liquidity indicators table, with values within the comfort range, reflects the specific nature of the insurance distribution business, in which the settlement terms for receivables and payables in relation to insurers and brokerage assistants, respectively, are regulated by law and procedure.

### **c) Credit risk**

The Company collects payment for services rendered within a relatively short period of time following the provision of such services and conducts business only with reputable third parties. In accordance with the contracts entered into, receivables are continuously monitored, and prudent limits are established, resulting in the Company's exposure to the risk of uncollectible receivables being insignificant. The guarantees provided offer maximum security, and credit risk is minimal. Management conducts debtor analysis during the credit limit setting process, monitors their behavior throughout the contract period, and upon maturity ensures the collection of receivables; otherwise, depending on the reason for non-collection, it takes action to secure prompt collection.

## **2. The Company's Tangible Assets**

### **2.1. Description and analysis of the degree of wear and tear of the Company's tangible fixed assets**

The degree of wear and tear of the tangible fixed assets held by the Company does not pose significant problems for the conduct of business.

### **2.2. Identification of potential issues related to ownership rights over the Company's tangible assets.**

There are no issues regarding ownership of the tangible assets held by the Company.

## **3. The market for securities issued by the Company**

### **3.1. Specification of the markets in Romania and other countries where the securities issued by the Company are traded**

The shares of Transilvania Broker de Asigurare S.A. have been available for trading on the Regulated Market of the Bucharest Stock Exchange S.A., Main Segment, "Standard" Category, since November 2, 2017, under the symbol TBK.

The quality of Transilvania Broker's management communication with investors and the capital market as a whole, combined with recent developments in the insurance and insurance brokerage markets—driven primarily by regulatory authorities' decisions to cap premiums and brokerage commissions — is reflected both in the historical performance of the company's share price and in its return to an upward trend starting in the second half of 2025.



**The total return on shares from the beginning of 2025 to date, including dividends, is**

**approximately 11%.**

### 3.2. Description of the issuer's dividend policy

Given the positive performance of Transilvania Broker's operations, the solid foundation for implementing the growth strategy, and the economic and financial stability reflected in a favorable stock price trend despite a difficult year, we reaffirm, with confidence that Transilvania Broker de Asigurare S.A. will remain, both on the stock market and within the industry, a strong, reliable company with a stable dividend policy favorable to its shareholders.

On the corporate front, 2025 was marked by the approval, at the Ordinary General Meeting of Shareholders on April 28, 2025, of the distribution of a gross dividend of 0.6 lei per share, totaling 3 million lei. The dividend corresponds to a yield of approximately 5% calculated based on the share price on the date of the OGMS approving the dividend (as well as the ex-dividend date), and the total return on the share from the beginning of 2025 to date, including the dividend, is approximately 11%.

The dividends distributed by resolution of the AGOA from the results of the most recent fiscal years are as follows:

*Amount of dividends paid over the last three years*

Related fiscal year:	2023	2024	Proposal 2025
Dividend amount (lei)	5,000,000	3,000,000	6,000,000

The Company undertakes to unconditionally comply with the Corporate Governance principles applicable to issuers whose securities are traded on the regulated market. The Company has adopted a dividend policy, as a set of guidelines regarding the distribution of net profit, which the Company declares it will comply with, stating the following relevant principles regarding the dividend policy:

(1) The Company recognizes the rights of shareholders to be remunerated in the form of dividends, as a form of participation in the net profits accumulated from operations as well as an expression of the return on capital invested in the Company;

(2) In substantiating the proposal regarding the distribution of net profit realized during a fiscal year, the Company's Board of Directors will consider a balanced distribution of net profit between the portion due to shareholders in the form of dividends and the portion retained at the Company's disposal for investments, in accordance with the principles of prudent management and with the aim of ensuring the Company's sustainable development in the medium and long term;

(3) Dividends due to the Company's shareholders shall be distributed exclusively from the net profit for a fiscal year, recognized in accordance with applicable accounting regulations and audited in accordance with the law, in compliance with other relevant legal provisions in this regard;

(4) The distribution of dividends due to shareholders may be made through cash payment or by granting bonus shares, following the capitalization of the net profits accumulated by the Company. In either case, the proposal regarding the distribution of dividends shall be made by the Company's Board of Directors through the issuance of financial announcements to this effect to investors. The resolution approving the distribution of dividends is the responsibility of the General Meeting of Shareholders, adopted in accordance with the law.

The dividend policy is published on the Company's official website.

### **3.3. Description of any activities by the Company to repurchase its own shares**

As of the date of this report, there are no ongoing activities to acquire the Company's own shares.

### **3.4. If the Company has subsidiaries, specify the number and par value of the shares issued by the parent company and held by the subsidiaries**

As of December 31, 2025, the Company holds 100% of the share capital of Transilvania Financial Services S.R.L.. This subsidiary was established on December 2, 2024, and the contribution to the share capital in the amount of 1,000,000 lei was paid in during 2025.

As of December 31, 2025, the Company has the following business locations:

Sibiu Municipality, Sibiu County, 10 Justiției Street;

Bucharest, Sector 1, 21D Elena Caragiani Street, apt. 1;

Pitești, Argeș County, Intrarea ROZELOR Street, No. 3.

### **3.5. If the Company has issued bonds and/or other debt securities, a description of how the Company fulfills its obligations to the holders of such securities**

During the reporting period, the Company did not issue bonds and/or other debt securities.

## **4. Corporate Governance Structures**

### **4.1. Members of the Board of Directors of Transilvania Broker de Asigurare S.A.**

**Members of the Board of Directors of Transilvania Broker de Asigurare S.A. for the period January 1, 2024 – December 31, 2025:**

- NICULAE Dan – Chairman of the Board of Directors;
- DENEȘ Daniela Tasia – Independent Member;
- ȚUICĂ Gabriel Alexandru – Member;

- LOGIN Gabriel – Member;
- BOBU Carmen Loredana – Member;

#### 4.2. Presentation of the list of members of the Company's executive management

As of December 31, 2025, the company's management team consisted of the following individuals:

- Sorin Ștefan BALTASIU – General Manager;
- COTIAN Ioan – Executive Director.

The individuals who are part of the company's executive management or Board of Directors have not been involved in any litigation or administrative proceedings related to their activities within the issuer.

### 5. Description of the Company's Economic and Financial Situation

The analysis of the Company's economic and financial situation, compared to the previous reporting period and the situation at the beginning of the fiscal year, covers the following aspects:

#### 5.1. ANALYSIS OF THE FINANCIAL POSITION

ASSETS				
Financial Position Indicators (amounts are expressed in lei)	December 31 2024	December 31 2025	Change (%) 2025/2024	% of Total Assets 12/31/2025
Fixed assets	3,967,891	4,772,135	+20.3%	18.5
Intangible assets	2,302	24,716	+974%	0.1%
Property, plant, and equipment	3,954,700	3,736,529	-5.5%	14.5
Financial assets	10,890	1,010,890	+9,183%	3.9
Current assets	20,995,978	21,032,524	+0.2%	81.3%
Inventories	182	294	+67.1%	-
Receivables, of which:	12,613,816	12,468,419	-1.2%	48.2%
<i>receivables from distribution activities</i>	<i>648,124</i>	<i>651,940</i>	<i>+0.6%</i>	<i>2.5</i>
<i>other receivables</i>	<i>11,965,692</i>	<i>11,816,479</i>	<i>-1.2%</i>	<i>48.2</i>
Cash and cash equivalents	8,381,980	8,563,810	+2.2%	33.1
Prepaid expenses	42,529	80,788	+90.0%	0.3
<b>TOTAL ASSETS</b>	<b>25,006,399</b>	<b>25,885,448</b>	<b>+3.5%</b>	<b>100</b>

During the reporting period, the Company's total assets increased by 3.5% compared to the previous fiscal year, a trend driven primarily by the increase in financial fixed assets resulting from investments made.

Current assets, which represent the predominant category in the Company's balance sheet structure (81.3% of total assets), remained at a relatively constant level. The marginal increase in cash and cash equivalents (+2.2%) was offset by a slight decrease in receivables (-1.2%).

Receivables, which account for 59.3% of total current assets, consist of 93.9% receivables generated, directly or indirectly, by distribution activities. Their collection terms are regulated and monitored through internal procedures and legal provisions. The evolution of receivables primarily reflects the dynamics of operations in the final settlement cycles of the reporting period, as seen in the " " section, and is correlated with changes in short-term liabilities. As of December 31, 2025, adjustments for impairment of receivables amounted to 165.4 thousand lei.

Cash and cash equivalents had a balance of 8,563.8 thousand lei at the end of the period, representing 41% of total current assets and marking a 2.2% increase compared to the beginning of the fiscal year. Within this category, the company's own cash and cash equivalents, amounting to 2,203.2 thousand lei (25.7% of the total), recorded a significant decrease, driven primarily by the distribution of dividends totaling 3,000 thousand lei gross, partially offset by positive cash flows generated by the period's profit.

At the same time, the amounts available in the collection accounts used for settlements with insurers increased by approximately 60% compared to the beginning of the fiscal year, a trend correlated with the intensity of activity in the most recent settlement cycles.

Fixed assets recorded a significant increase, mainly as a result of the recognition of a 100% stake in the share capital of Transilvania Financial Services S.R.L., a company established and authorized to conduct credit brokerage activities. Thus, the value of financial assets increased from 10.9 thousand lei to 1,010.9 thousand lei, coming to represent 3.9% of total assets.

At the same time, the value of tangible assets decreased by 5.5% due to the recording of depreciation, while investments in intangible assets, consisting mainly of licenses, totaled 34,100 lei. The book value of equipment and vehicles used in operations recorded a slight decrease.

#### EQUITY AND LIABILITIES

Financial Position Indicators (amounts are expressed in lei)	December 31 2024	December 31 2025	Change (%) 2025/2024	% of Total Liabilities December 31, 2025	
<b>Current liabilities</b>	<b>15,278,402</b>	<b>14,101,157</b>	<b>-7.7%</b>	<b>54.5</b>	
Bank loans	430,619	233,019	-45.9%	0.9	
Liabilities related to distribution activities	13,671,238	12,118,573	-11.4%	46.8	As a
Other short-term liabilities	1,176,545	1,749,565	48.7	6.8	
<b>Non-current liabilities</b>	<b>459,926</b>	<b>174,764</b>	<b>-62%</b>	<b>0.7</b>	
Long-term loans	407,783	174,764	-57.1%	0.7	
Other liabilities	52,143	0	-	-	
<b>Total liabilities</b>	<b>15,738,328</b>	<b>14,275,921</b>	<b>-9.3%</b>	<b>55.2%</b>	
Provisions	0	0	-	-	
Deferred revenue	0	0	-	-	
Share capital	500,000	500,000	-	1.9%	
Legal reserves	100,000	100,000	-	0.4%	
Retained earnings	6,152,499	5,668,071	-7.9%	21.9	
Net income for the period	2,515,572	5,341,455	+112.3%	20.6	
<b>Total equity</b>	<b>9,268,071</b>	<b>11,609,526</b>	<b>+25.3%</b>	<b>44.8</b>	
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>25,006,399</b>	<b>25,885,448</b>	<b>+3.5%</b>	<b>100</b>	

result of these developments, the share of fixed assets in total assets increased to 18.4%, compared to 15.9% at the beginning of the period, at the expense of current assets. As of December 31, 2025, the depreciation rate of the Company's fixed assets was 41.5%.

Given the specific nature of insurance distribution, where settlements between the Company and insurers, on the one hand, and those between the Company and distribution agents, on the other, are accounted for as short-term receivables and payables, assigns short-term payables the largest share of total sources of asset financing (55%).

Liabilities due within one year decreased by 7.7% during the reporting period compared to the beginning of the fiscal year, primarily due to changes in liabilities related to distribution activities. These account for 86.4% of total short-term liabilities, with the remainder consisting of liabilities to the government and employees (4.3%), the current portion of the long-term bank loan (3.1%), and other short-term liabilities to third parties. The value of the “other short-term liabilities” item increased by approximately 50%, driven primarily by income tax, in direct correlation with the increase in gross profit compared to the previous fiscal year.

Similar to the trend in receivables arising from brokerage activities and, respectively, in the balance of collection accounts intended for amounts passing through the Company’s bank accounts for settlement with insurers, the dynamics of this category of liabilities reflect variations in the intensity of activity during the most recent settlement cycles of the reporting period.

Regarding the financing structure, due to the maturity of the long-term bank loan and in the absence of other long-term financing, at the end of the reporting period, external financing consisted mostly (98.8%) of short-term debt.

In 2025, through the two current reports published on the BVB website on June 13 and July 18, respectively, the Company notified shareholders and interested parties of two lawsuits in which it was named as a defendant and third-party defendant, respectively, in its capacity as an insurance intermediary, with the total value of potential damages estimated at approximately 1.3 million lei. Based on the materiality and probability of loss thresholds set forth in the Company’s provisioning policy, the amount of potential losses, as well as the estimated probability of winning of over 70% in the two disputes, led to the Board of Directors’ decision not to establish provisions for litigation during the reporting period and to present, as a contingent liability in the notes to the financial statements, of the potential loss in the amount of EUR 200,000 associated with the litigation in which the Company is a defendant, in the alternative, alongside the insurance company.

Although the financing of assets—consisting largely of receivables and cash tied up in settlement transactions within the insurance ecosystem—is primarily provided by short-term liabilities, 45% of Transilvania Broker’s operations are financed by its own sources, with equity reaching 11,609,500 lei, 25.3% above the level reported at the beginning of the year.

As a result of the dividend distribution during the fiscal year, pursuant to the resolution of the Extraordinary General Meeting of Shareholders dated April 28, 2025, in the amount of 0.6 lei per share, or a total gross amount of 3 million lei, the retained earnings at the end of the fiscal year are 484,400 lei lower than at the beginning of the fiscal year. Compared to 2024, the profit for the reporting period, amounting to 5,341.5 thousand lei, is more than twice as high as the profit for the reference period (+112.3%).

## 5.2. EVOLUTION OF FINANCIAL PERFORMANCE

Financial Performance Indicators				
(values are expressed in lei)	2024 December 31	2025 December 31	Change (%) 2025/2024	Share in the corresponding income/expense category (%) 2025
Operating revenue, of which:	106,557,167	127,384,244	+19.5%	100
Revenue from distribution activities	106,530,434	127,247,510	+19.4%	99.9%
Other operating income	26,732	136,734	+411.5%	0.1
Operating expenses, of which:	103,828,299	121,131,802	+16.7%	100
Expenses related to amounts owed to assistants	93,337,505	109,330,974	+17.1%	90.3
Personnel expenses	5,789,745	5,584,832	-3.5%	4.6
Expenses for services provided by third parties	4,148,428	5,410,305	+30.4%	4.5
Other operating expenses	484,253	146,089	-69.8%	0.12
Expenses for consumables and inventory items	156,825	182,925	+16.6%	0.15
Expenses for other taxes, fees, and similar payments	176,906	160,533	-9.8%	0.13
Depreciation expenses	331,314	316,144	-4.6%	0.26
Value adjustments on current assets	-5,852	0	-	-
Adjustments to provisions	-590,823	0	-	-
<b>OPERATING INCOME</b>	<b>2,728,868</b>	<b>6,252,441</b>	<b>+129.1%</b>	<b>-</b>
Financial income	221,086	108,167	-51.1%	-
Financial expenses	103,000	69,339	-32.7%	-
<b>FINANCIAL RESULT</b>	<b>118,085</b>	<b>38,828</b>	<b>-67.1%</b>	<b>-</b>
<b>GROSS PROFIT</b>	<b>2,846,953</b>	<b>6,291,269</b>	<b>+121%</b>	<b>-</b>
Income tax	331,381	949,814	+186.6%	-
<b>NET INCOME</b>	<b>2,515,572</b>	<b>5,341,455</b>	<b>+112.3%</b>	<b>-</b>

Revenues from insurance premium brokerage increased by 19.4% compared to 2024, or by 20,717,100 lei, reaching 127,247,500 lei.

The growth rate of expenses related to commissions paid to agents for brokerage activities compared to 2024 was 17.1%, slightly below the growth rate of revenue from distribution activities (+19.4%), so that the share of these expenses in brokerage revenue decreased by 1.7 percentage points.

This development, which had a positive impact on profitability during the reporting period, was facilitated by the consistency with which, in previous periods, management implemented the policy for motivating and retaining human resources—a critical resource for implementing the development strategy in the coming period. The strategic objective of strengthening the sales force was achieved by linking brokers' commission levels primarily to the level of premiums brokered, and to a lesser extent to the Company's actual revenues.

Other operating expenses showed mixed trends during the reporting period compared to the reference period. The reductions resulting from cost optimization measures were partially offset by the increase in expenses for services

provided by third parties (+30.4%). This increase reflects, on the one hand, the intensification of activity and the growth in the volume of premiums brokered, evidenced by the increase of 423,400 lei (+45.8%) in expenses for banking and similar services, accentuated by the rise in the value of commissions related to payment processors. On the other hand, the acceleration of investments in digitization and the development of IT infrastructure led to an increase in related expenses of approximately 554 thousand lei (+33%) during the same period.

Consequently, total operating expenses as of December 31, 2025, increased by 16.7% compared to December 31, 2024, resulting in an operating profit for the reporting period of 6,252,400 lei, more than double the profit for the reference period (+129.1%).

Financial income and expenses, comprising over 87% and 76% of interest, respectively, generated a positive financial result of 38,800 lei. Down 67.1% compared to 2024, this results in a gross profit of 6,291.3 thousand lei, 121% higher than in the previous fiscal year. Adjusted for income tax of 949.8 thousand lei, net profit for the reporting period reached 5,341.5 thousand lei, an increase of 112.3% compared to 2024.

## 6. Litigation

The Company's management reviews unresolved legal cases, monitoring developments in judicial proceedings and the situation as of each reporting date, to assess provisions and disclosures in its financial statements. Factors considered when making decisions regarding provisions include the nature of the dispute or claims, the potential amount of damages, and the progress of the case (including developments after the financial statements' date but before the statements are issued).

In this context, the Company reports, as a contingent liability, a lawsuit pending before the Bucharest Tribunal, initiated in 2024, in which it is a secondary defendant, in the alternative. The subject matter of the case is the plaintiff's claim for damages in the amount of 200,000 euros, plus legal costs, in connection with an insurance policy for which compensation was denied by the insurer OmniaSig Vienna Insurance Group S.A., following the processing of the claim file.

Based on the assessment conducted by the Company's Board, the likelihood that the plaintiff's claims will be upheld is low, with the probability of their dismissal estimated at over 70%. Consequently, the Company does not currently anticipate a significant impact on its financial position as a result of this litigation.

## 7. Signature

**Chairman of the Board of Directors**

Niculae Dan

## INDEPENDENT AUDITOR'S REPORT

To the shareholders of **TRANSILVANIA BROKER DE ASIGURARE S.A.**

**Bistrița, Calea Moldovei Street, no. 13, Bistrița-Năsăud County**

### **Report on the audit of the individual annual financial statements**

#### *Opinion*

- 1 We have audited the accompanying financial statements of TRANSILVANIA BROKER DE ASIGURARE S.A. ("the Company"), whose registered office is in Calea Moldovei Street, No. 13, Bistrița, Bistrița-Năsăud County, CP 420096, Romania, identified by the unique taxpayer reference number 19044296, which comprise the balance sheet as at December 31, 2025, the profit and loss account, the statement of changes in equity, and the statement of cash flows for the year ended 31 December 2025, including a summary of the significant accounting policies and other explanatory information.
- 2 The individual annual financial statements as at 31 December 2025 are identified as follows:
  - Total shareholder's equity: **RON 11,609,526**
  - The net result of the financial year: **RON 5,341,455**
- 3 In our opinion, the accompanying financial statements present a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and cash flows for the year then ended, in accordance with the applicable accounting regulations, namely Rule 36/2015 for the approval of accounting regulations regarding the individual annual financial statements and the consolidated annual financial statements applicable to brokerage entities engaged in insurance and / or reinsurance distribution activities ("Rule 36/2015").

### ***Basis for opinion***

We conducted our audit in accordance with the International Standards on Auditing (“ISAs”) and EU Regulation No 537 of the European Parliament and of the Council on specific requirements regarding statutory audit of public-interest entities (hereafter “the EU Regulation”) and Law no. 162/2017 on the statutory audit of the annual financial statements and consolidated annual financial statements, and amending some normative acts (“the Statutory Audit Law”). Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Financial Statements” section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants, issued by the *International Ethics Standards Board for Accountants* (“the IESBA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Romania, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Materiality threshold***

An audit engagement is planned to obtain reasonable assurance that the financial statements are free from material misstatement, whether due to error or fraud. Misstatements are considered material if it can reasonably be expected that they, individually or in aggregate, could influence the economic decisions of users taken on the basis of the financial statements. Based on our professional judgement, we established certain quantitative thresholds for materiality at the level of the financial statements as a whole. These, together with other qualitative considerations, supported us in determining the scope of the audit and in defining the nature, timing and extent of our audit procedures to identify and assess the effect of misstatements, both individually and in aggregate, on the financial statements as a whole. The overall materiality threshold for the financial statements was set at 1% of the total revenue generated by the Company from its insurance distribution activity during the audited period. We considered this reporting basis to be the most relevant criterion for the users of the financial statements in assessing the Company's operational performance.

### ***Key Audit Matters***

- 4 The Key Audit Matters are those matters that, in our professional judgement, were of most significance in performing our audit of the financial statements of the current period. These matters were addressed within the context of our audit of the financial statements as a whole,

and in forming our opinion thereon, and thus, we do not provide a separate opinion on these matters.

**i) Revenues from distribution activity**

The revenues from distribution activity (other activities related to the distribution activity) represent the highest share (98.86%) of the total turnover generated by the Company in the reporting period. The selection, projection and application of our audit procedures regarding these revenues were the result of some professional judgements applied in the context of a significant volume of transactions, relatively constantly distributed in the reporting period. Our attention was focused on the aspects regarding the completeness, accurate recognition and measurement of these revenues. The audit procedures considered adequate responses in the circumstances of our audit, included:

- the examination of the degree of adequacy of the accounting policy adopted by the Company to recognize and measure revenues, in accordance with Rule 36/2015. A summary of the accounting policy is presented at section 2.1 - 2.22 of the Notes;
- detailed tests on the value of the commission fees due to the Company from the distribution activity, through reconciliation with the percentages agreed on with the insurance companies. In collecting our audit evidence, we took into account the operational controls established by the Company to validate the amounts settled with the insurers;
- the examination of cash received from the distribution activity, including after the balance sheet date to support the collection of receivables against insurers;
- obtaining written confirmations for: (i) the amounts due to the Company at the balance sheet date, representing commissions to be recovered from insurers and (ii) the amounts representing commissions received by the Company during the reporting period under contractual terms that contain a claw-back clause.

**ii) Expenses with brokerage assistants**

Expenses regarding the amounts owed by the Company to brokerage assistants are a significant component of operating expenses incurred during the reporting period (90.26%), with a major impact on the gross profit margin in the distribution activity. In testing these expenses, we took into account as a priority the compliance with the contractual provisions for the remuneration of brokerage assistants, assumed by the Company's Management. Moreover, the existence and completeness, accurate recognition and measurement were criteria considered appropriate in addressing the expenses with brokerage assistants. Our responses included audit procedures such as:

- understanding the nature of expenses with brokerage assistants, in relation to the specific features of insurance distribution activities;

- reconciling amounts owed to brokerage assistants in accordance with the current contractual provisions;
- testing the effectiveness of internal controls regarding the authorization of payments to brokerage assistants;
- examining payments to brokerage assistants, including those made after the balance sheet date, to obtain a reasonable assurance regarding compliance with the cut-off principle;
- obtaining written confirmations regarding the amounts recorded at the balance sheet date as liabilities to brokerage assistants, as well as for the annual turnovers related to these entities.

### **iii) Litigation and disputes**

In performing its activities, the Company is exposed to potential losses as a result of administrative proceedings or court decisions.

The recognition of liabilities in the balance sheet as at 31 December 2025 or their presentation as contingent liabilities in the explanatory notes to the financial statements concluded on the same date, inherently involves professional judgment, and is based on a series of assumptions, representations and assessments with significant impact.

The amounts involved can be material. The establishment of possible amounts, for the purpose of recognizing or presenting them in the financial statements, is by its nature a subjective process.

Our response aimed at understanding the risks of material misstatement related to management's assertions regarding litigation and disputes. Our audit procedures included, among others:

- obtaining and evaluating written representations received from lawyers and discussing with the Company's management and the head of the Legal Department the nature and status of litigation, as well as potential exposures.
- critically evaluating the Company's assumptions and estimates regarding ongoing litigation and disputes;
- assessing the extent to which the information in the explanatory notes to the individual annual financial statements regarding litigation and disputes adequately presents the Company's potential and probable liabilities as of the balance sheet date.

### ***Other matters***

- 5 This report is exclusively addressed to the shareholders of the Company as a whole. Our audit was conducted to be able to report to the shareholders of the Company those aspects which we have to report on in a financial audit report, and not for other purposes. To the extent permitted by law, we only accept and take responsibility to

the Company and the shareholders, as a whole, for our audit, for this report or for our opinion.

- 6 The enclosed financial statements are not meant to present the financial position and the results of operations in accordance with the accounting regulations and accounting principles accepted in countries and jurisdictions other than Romania. Therefore, the enclosed financial statements are not prepared for the use of individuals who are not familiarized with the accounting and other regulations in Romania, including FSA Rule No 36/2015.
- 7 The current audit report was issued under the circumstances in which the shares issued by the Company are listed for trading on the Bucharest Stock Exchange (BSE).

### *Other information – The Directors’ Report*

- 8 The directors are responsible for the preparation and presentation of other information. This other information includes the Directors’ Report, but does not include the financial statements and Auditor’s Report thereon. The directors are responsible for the preparation and presentation of the Directors’ Report in accordance with the requirements of paragraphs 427- 429 from Rule 36/2015 and for that internal control which the directors consider necessary to enable the preparation and presentation of the Directors’ Report which is free from any material misstatement, whether due to fraud or error.

Our opinion on the financial statements does not cover this other information and, unless explicitly stated in our report, we do not express any assurance conclusion on it.

In relation to the audit of the financial statements for the financial year ended 31 December 2025, it is our responsibility to read that other information and, in doing so, to assess whether that other information is materially inconsistent with the financial statements, or with the knowledge that we acquired during the audit, or if they appear to be materially misstated.

As for the Directors’ Report, we have read it and report whether it is prepared, in all material respects, in compliance with Rule 36/2015, paragraphs 427 – 429.

Based solely on the activities that must be performed during the audit of the financial statements, in our opinion:

- a) The information presented in the Directors’ Report as of the fiscal year for which the financial statements were prepared is consistent, in all material respects, with the financial statements

- b) The Directors' Report was prepared, in all material aspects, in compliance with Rule 36/2015, paragraphs 427 – 429.

Moreover, based on our knowledge and understanding of the Company and its environment, acquired during the audit, we are required to report whether we have identified material misstatements in the Directors' Report and in connection with that other information obtained before the date of this auditor's report. We have nothing to report on this issue.

***Responsibilities of management and those charged with governance for the financial statements***

- 9 The Company's management is responsible for the preparation and fair presentation of the financial statements in accordance with Rule 36/2015 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
- 10 In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, for the disclosure of, as applicable, matters related to going concern and for using the going concern basis of accounting, unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- 11 Those charged with governance are responsible for overseeing the Company's financial reporting process.

***Auditor's Responsibilities for the Audit of the financial statements***

- 12 Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
- 13 As part of an audit in accordance with ISA, we exercise professional judgement and maintain professional scepticism throughout the audit. Moreover, we also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks and obtain audit evidence that is sufficient and appropriate to provide a

basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusions, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate to the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
  - Assess the appropriateness of the applied accounting policies, the reasonableness of accounting estimates and related disclosure made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 14 We communicate to those charged with governance, among other matters, the planned scope and timing of the audit, as well as the significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- 15 We also provide those charged with governance with a statement of our compliance with the ethical requirements regarding independence and disclose all relationships and other matters that may reasonably be considered to affect our independence and, where appropriate, the related safeguards.
- 16 From the matters communicated with those charged with governance, we determine which were of most significance in the audit of the financial statements for the current period and therefore are considered as key audit matters. These matters are described in our auditor's report, unless the law precludes public disclosure about the matter or, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on other legal and regulatory provisions**

### *Requirements regarding the audit of public interest entities*

17 We were appointed by the Ordinary General Meeting of Shareholders on 8 June 2017 to audit the financial statements of TRANSILVANIA BROKER DE ASIGURARE S.A. for the year ended on 31 December 2017. The audit mandate was renewed by the Decision of the Ordinary General Meeting of Shareholders no. 7 on 23 April 2019 for a three-year period and the Decision of the Ordinary General Meeting of Shareholders no. 10 on 27 April 2022 for a four-year period. The total uninterrupted duration of our engagement is 9 years, covering the financial years ended on 31 December 2017 through 31 December 2025.

We confirm that:

- Our audit opinion is consistent with the supplementary report submitted to the Company's Audit Committee, which we issued on the same date as this report. Moreover, in conducting our audit, we remained independent of the audited entity.
- We have not provided to the Company any prohibited non-audit services, mentioned in article 5, paragraph (1) of the Regulation (EU) no. 537/2014.

### *Report on compliance with Delegated Regulation (EU) 2018/815 on regulatory technical standards on the Single European Electronic Reporting Format (ESEF Regulation)*

18 We have performed a reasonable assurance engagement upon compliance with the ESEF Regulation applicable to the financial statements included in the annual financial report prepared by the Company for the reporting date 31 December 2025, as presented in the Digital File that has been made available to us.

(i) *The responsibility of the management and persons in charge with governance for the preparation of the Digital File in accordance with the ESEF Regulation*

The management of the Company is responsible for the preparation of the Digital File in accordance with the ESEF Regulation. This responsibility includes:

- design, implementation and maintenance of internal control relevant for the application of the ESEF Regulation;
- ensuring compliance between the Digital File and the annual financial statements prepared in accordance with Rule 36/2015.

Those charged with governance are responsible for overseeing the process of compiling the Digital File in accordance with the ESEF Regulation.

*(ii) The auditor's responsibility for the audit of the Digital File*

We have the responsibility to express a conclusion upon the extent to which the financial statements included in the Company's annual financial report for the reporting period ended on 31 December 2025, are in accordance with the ESEF Regulation, in all material respects, based on the evidence obtained. Our reasonable assurance engagement was conducted in accordance with the International Standard on Assurance Engagements 3000 (revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* (ISAE 3000) issued by the International Auditing and Assurance Standards Board (IAASB). In performing this engagement, we have designed and applied procedures to obtain evidence that allow us to draw a conclusion on the compliance of the Company's annual financial statements with the ESEF Regulation. The nature, timing and extent of the procedures selected depend on the auditor's professional judgement, including the assessment of the compliance risk with the provisions of the ESEF Regulation, caused either by fraud or error.

As part of our reasonable assurance engagement, we have considered:

- obtaining sufficient understanding of the process of preparing the Digital File in accordance with the ESEF Regulation, including the relevant internal controls; reconciliation of the Digital File with the audited annual financial statements of the Company, published in accordance with Rule 36/2015;
- assessment of the extent to which the financial statements included in the annual financial report are prepared in a valid XHTML format.

We believe that the evidence obtained is sufficient and appropriate to provide a reasonable basis for our conclusion. In our opinion, the financial statements for the financial year ended on 31 December 2025 included in the annual financial report and presented in the Digital File comply, in all material respects, with the requirements of the ESEF Regulation.

In this section of the report, we do not express an audit opinion, a review conclusion or any other assurance conclusion regarding the company's annual financial statements. Our audit opinion on the Financial Statements of the Company for the financial year ended on 31 December 2025, is included in the section *Report on the audit of the individual annual financial statements* in the introductory part.

*Report on the disclosures related to the remuneration policy*

- 19 In accordance with the provisions of Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, with subsequent amendments (Law 24/2017), the Company has the obligation to submit a remuneration report, approved by the shareholders of the Company. In fulfilling our obligations related to this issue, we have performed procedures to ensure that the disclosures in the remuneration report: (i) meet the disclosure requirements established by Law 24/2017; (ii) are consistent with the remuneration policy adopted by the Company and with the understanding gained by the auditor on the remuneration criteria; and (iii) do not contain material misstatements in relation to the audited financial statements.

The engagement partner of the audit for which this independent auditor's report was prepared is Irina-Doina Pășcan.

**For and on behalf of RAO AUDIT OFFICE S.R.L.:**

registered in the electronic Public Register under no. FA1237

**Audit Partner Irina-Doina Pășcan, PhD**

registered in the electronic Public Register under no. AF197/225/25

Tg. Mureș, 25 March 2026