

## **CURRENT REPORT**

In compliance with Law no. 24/2017 regarding Issuers of Financial Instruments and Market Operations and A.S.F. Regulation no. 5/2018

Date of the Report: 17.11.2023

Name of company: Millenium Insurance Broker (MIB) Broker de Asigurare-Reasigurare S.A.

Headquarters: Bucuresti, Splaiul Independentei 111, Sector 5

Phone number: 004-021-3303796

Fiscal Code: 9557790 LEI

Code: 787200WYTZDL2D67V730

Trade Register registration number: J40/5065/1997

Subscribed and paid in share capital: 583.946 RON

Regulated market where the issued securities are traded: MTS AeRO Premium

Significant events to be reported:

Convene the Ordinary General Meetings of Shareholders and the Extraordinary General Meetings of Shareholders for December 21, 2023

### **NOTICE TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS and THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF Millenium Insurance Broker (MIB) Broker de Asigurare-Reasigurare S.A.**

*with its registered office in Bucharest, Str. Splaiul Independenței Nr. 111, Sector 5, registered with the Trade Register under no. J40/5065/1997, CUI (Tax Identification Number) 9557790*

The Board of Directors of “**Millenium Insurance Broker (MIB) Broker de Asigurare-Reasigurare**” S.A., a Romanian legal entity with its registered office in Bucharest, Str. Splaiul Independenței Nr. 111, Sector 5, Romania, registered with the Bucharest Trade Register under no. J40/5065/1997, having CUI (Tax Identification Number) 9557790 (hereinafter referred to as the “**Company**”),

In compliance with art. 117 in conjunction with art. 111 and art. 113 of Companies Law No. 31/1990 and according to the provisions of Law No. 24/2017 regarding issuers of financial instruments, ASF Regulation no. 5/2018 regarding issuers of financial instruments and of the Company's Articles of Incorporation,

**SUMMONS:**

- **The Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS")** for **21.12.2023**, 12.00 p.m., at the Company's registered office, in Bucharest, Str. Splaiul Independenței Nr. 111, Sector 5, Romania, to which shareholders registered with Depozitarul Central S.A. at the end of **08.12.2023**, considered the **Reference Date**, are entitled to participate and vote;
- **The Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS")** for **21.12.2023**, 2.00 p.m., at the Company's registered office, in Bucharest, Str. Splaiul Independenței Nr. 111, Sector 5, Romania, to which shareholders registered with Depozitarul Central S.A. at the end of **08.12.2023**, considered the **Reference Date**, are entitled to participate and vote,

hereinafter collectively referred to as "GMS",

If the legal and statutory attendance quorum is not reached at the first call, the OGMS will be held on **22.12.2023**, 12.00 p.m., and the EGMS will be held on **22.12.2023**, 2.00 p.m., both meetings being in the same place, with the same agenda, for the shareholders registered in the Shareholders' Register for the same Reference Date.

**AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:**

1. Appointing a new **internal** financial auditor, namely **COMBINED IDEAS SRL**, with its registered office in Bucharest, str. Infratirii nr. 60, camera 1, Sector 1, registered with the Trade Register under no. J40/17945/2020, CUI (Tax Identification Number) 43497184, member of the Chamber of Financial Auditors of Romania (CAFR), with licence number 1507/28.01.2021, legally represented by Mr Mugur Serban, as Director, financial auditor, member of CAFR with certificate number 4507/26.06.2013, as follows:
  - The company will be appointed instead of the current internal financial auditor (**DA.AI AUDIT & ACCOUNTING SRL**, with its registered office in Bucharest, str. Calea Dorobantilor nr. 189, ap. 5, Sector 1, registered with the Trade Register under no. J40/2128/2020, CUI (Tax Identification Number) 42265577), **whose mandate will terminate on 31.12.2023, as a result of the fulfilment of the contractual term;**
  - By concluding an audit services contract with the new internal financial auditor;
  - **the duration of this contract, respectively of the mandate of the new auditor, shall be until 31.12.2026**, with the possibility of extension;
  - The object of the services will consist of internal audit services in accordance with the provisions of Law 162/2017, Law 31/1990, respectively with the Internal Audit Standards issued by the Institute of Internal Auditors and fully assimilated by the Chamber of Financial Auditors in Romania, aiming mainly at the following:

- a) **Preparing an annual/multiannual internal audit plan, related to the period 2024 – 2026**, based on the preliminary analysis of the risk management and internal control procedures, with the definition of the internal audit missions, by including the audit objectives, the performance periods and the estimated resources necessary to carry out the missions;
  - b) **Assessing the adequacy of financial and non-financial data/information** intended for the management to know the reality in the economic entity;
  - c) **Carrying out internal audit missions, according to the annual/multiannual internal audit plan** with preparing periodic internal audit reports;
  - d) **Monitoring and follow-up of recommendations within the internal audit missions:** the managers of the audited departments have the obligation to correct any identified deficiencies in a timely manner and to implement the measures to correct any identified deficiencies.
2. Authorising the President of the Company’s Board of Directors, i.e., Mr Ștefan Emanuel PRIGOREANU, to negotiate the contractual clauses and sign the contract with the new internal financial auditor.
  3. Extending the mandate of the (external) financial auditor, namely **SOCIETATEA DE CONTABILITATE, EXPERTIZA SI CONSULTANTA CONTABILA SRL** (referred to as “SOCECC”), with its registered office in Bucharest, Sos. Mihai Bravu nr. 90-96, bl. D17, sc. C, et. 9, ap. 114, Sector 2, registered with the Trade Register under no. J40/23240/1994, CIF (Tax Identification Number) RO 6636954, member of the Chamber of Financial Auditors from Romania (CAFR), legally represented by Zegrea Laurentiu, as shareholder, financial auditor, member of CAFR with certificate number 2666, as follows:
    - The extension will be done by concluding an addendum to Service Contract no. 21.01/28.01.2021 or by concluding a new contract;
    - **The duration of the contract thus extended, respectively of the new mandate, will be until 31.12.2026**, with the possibility of extension;
    - The object of the services will be the auditing of the Company’s activity and the related financial statements for the years 2023-2024-2025.
  4. Authorising the President of the Company’s Board of Directors, i.e., Mr Ștefan Emanuel PRIGOREANU, to negotiate the contractual clauses and sign the addendum/contract with the new (external) financial auditor.
  5. The corresponding update of the Company’s Articles of Incorporation, according to the changes brought by the previous sections.
  6. Authorising the President of the Company’s Board of Directors, i.e., Mr Ștefan Emanuel PRIGOREANU, with the possibility of substitution, to:
    - Sign, on behalf of the Company and/or the Company’s shareholders, the decision of the Ordinary General Meeting of Shareholders, any and all resolutions, applications, forms and documents adopted/drawn up for the purpose or for the execution of the decision of the Ordinary General Meeting of Shareholders, in relation to any natural/legal person;

- Carry out all the legal formalities for the implementation, registration, publication and execution of the adopted decision.

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:**

- 1. Authorising the Company’s Board of Directors in order to hire/approve investments for development**, including attracting and/or acquiring portfolios of clients and/or policies in progress, and/or attracting new insurance brokers, as follows:
  - The value of the investments cannot exceed the equivalent in RON of a maximum of **EUR 1,000,000/year**;
  - The duration of the mandate will be 3 years (for the period **01.01.2024 – 31.12.2026**).
- 2. Covering the loss of RON 627,857.87 (equivalent in RON of EUR 126,898.45)**, related to the transfer free of charge of a number of 81,682 shares to the 3 members of the Company’s Board of Directors, within the “SOP” program, approved by EGMS Decision No. 03/28.09.2022, **from the equity, as follows:**
  - the amount of **RON 396,513.60** from “Profits related to the sale of equity instruments”, account 1411;
  - the amount of **RON 231,344.27** from “Other reserves”, account 1068.

Regarding the justification of the operation, the shareholders will take into account:

- a) Decision No. 03/28.09.2022 of the Extraordinary General Meeting of Shareholders, through which the shareholders approved the “Stock Option Plan” (“SOP”) program, as a reward mechanism for performance in the Company’s business, by which the three members of the Company’s Board of Directors were granted the right to receive, free of charge, a number of shareholdings (shares), according to art. 7 section 39 in conjunction with art. 7 section 40 of Law No. 227/2015 regarding the Fiscal Code;
  - b) The decision of the President of the Company’s Board of Directors regarding the fulfilment of the conditions of the “Stock Option Plan” (“SOP”) Program, on 28.09.2023, by which it was found that the conditions of the “SOP” Program were fulfilled, given that the proposed objective, namely the listing of the Company on the AeRO stock exchange, was achieved within the 1-year period of the Program;
  - c) The share transfer contracts concluded on 28.09.2023 between the Company and the three members of the Company’s Board of Directors;
  - d) The registration by Depozitarul Central S.A., on 04.10.2023, in the Register of Shareholders of the Company, of the ownership transfer of a number of 81,682 shares, from the issuer’s own account to the account of the 3 members of the Board of Directors, according to the EGMS Decision No. 03/28/09/2022.
- 3. Selling the only share (1 share) that is still owned by the Company, based on art. 103<sup>1</sup> para. 1 of Law No. 31/1990, at the relevant value of the day of sale on the AeRO market.**

Regarding the justification of the operation, the shareholders will take into account the fact that, out of the total number of 81,683 shares, which were held by the Company based on

art. 103<sup>1</sup> para. 1 of Law No. 31/1990, 81,682 shares were transferred to the three members of the Board of Directors, following the fulfilment of the conditions of the “SOP” Program and based on the documents listed in section 2 above, only one share (1 share) thus remaining held by the Company.

4. Authorising the President of the Company’s Board of Directors, Mr Ștefan Emanuel PRIGOREANU, with the possibility of substitution, to:
  - Sign, on behalf of the Company and/or the Company’s shareholders, the decision of the Extraordinary General Meeting of Shareholders, any and all resolutions, applications, forms and documents adopted/drawn up for the purpose or for the execution of the decision of the Extraordinary General Meeting of Shareholders, in relation to any natural/legal person;
  - Carry out all the legal formalities for the implementation, registration, publication and execution of the adopted decision.

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**Procedures that must be followed by shareholders in order to be able to participate and vote in the general meeting:**

**1. The right of shareholders to participate in the Ordinary General Meeting of Shareholders**

Under the provisions of art. 200 of the ASF Regulation No. 5/2018, only shareholders registered in the Company’s Shareholder Register on the Reference Date, according to the legal provisions and the Articles of Incorporation, are entitled to participate and can exercise their right to vote at the OGMS, **in person** (through legal representatives) **or by a representative** (on the basis of Special/General Power of Attorney or Affidavit given by the trustee), with legal restrictions or, before the GMS, **by mail** (based on the Ballot by mail).

According to art. 105 para. 7 of Law No. 24/2017, the access and/or the vote by mail of the shareholders entitled to participate in the GMS is allowed by simple proof of their identity made, in the case of natural person shareholders, with the **identity document** (identity bulletin/card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens) and, in the case of legal entities, with the identity document of the legal representative.

**The representatives of natural person shareholders** will be identified on the basis of the identity document (bulletin/identity card for Romanian citizens or, as the case may be, Passport/residence permit for foreign citizens), accompanied by the **special/general Power of attorney** signed by the natural person shareholder or the Affidavit given by the custodian and signed by his/her legal representative.

**The representatives of the legal entity shareholders** will prove their capacity on the basis of the identity document (identity bulletin/card for Romanian citizens or, as the case may be, passport/residence permit for foreign citizens), accompanied by the **Special/General Power of Attorney** signed by the legal representative of the legal entity in question or the Affidavit given by the trustee and signed by his/her legal representative.

**The capacity of shareholder**, as well as, in the case of legal entity shareholders or entities without legal personality, **the capacity of legal representative**, is established based on the list of shareholders of the Company as of the Reference Date, received from Depozitarul Central S.A.

In the event that: a) natural person shareholders have not registered in the Depozitarul Central S.A. system valid and updated identification data, then they shall also submit a copy of the updated identity document (identity bulletin/card/passport/residence permit); b) the legal representative of the legal entity shareholders is not mentioned in the list of BVB shareholders from the Reference Date received from Depozitarul Central S.A., then they shall also submit an official document attesting to the legal representative capacity (proof issued by a competent authority, in original or a certified copy, no older than 3 months before the date of publication of the GMS notice to attend).

**Documents submitted in a foreign language** other than English (with the exception of identity documents valid on the territory of Romania) will be accompanied by a translation made by a certified translator, into Romanian or English.

Information regarding General Powers of Attorney, Special Powers of Attorney, Ballots by mail and Affidavits are presented in sections 3 and 4 below.

## **2. Documents related and in connection with the GMS agenda**

Starting from **17.11.2023**, the following documents can be downloaded from the Company's website, [www.myinsurance.ro](http://www.myinsurance.ro), or can be obtained, upon request, every business day, between 9 a.m. and 5 p.m., from the Company's registered office, by email ([office@myinsurance.ro](mailto:office@myinsurance.ro)) or by post.

- GMS notice to attend (available in Romanian and English);
- Special Power of Attorney forms for the representation of shareholders in the GMS, forms that will be updated if new items or proposals for decisions are added to the agenda (available in Romanian and English);
- Ballot by mail forms for the participation and voting of shareholders in the GMS, which will be updated if new items or draft decisions are added to the agenda (available in Romanian and English);
- The documents and informative materials related to the sections on the GMS agenda (available in Romanian and English);
- The draft decision for the sections on the GMS agenda (available in Romanian and English).

If necessary, the revised agenda will be published according to the legal provisions.

## **3. General Powers of Attorney**

According to art. 184 of the ASF Regulation no. 5/2018 “*general power of attorney - power of attorney granted for the representation in one or more general meetings of shareholders of one or more companies identified in the power of attorney, which does not contain specific voting instructions from the shareholder, in accordance with the provisions of art. 92 para. (13) from Law No. 24/2017*”.

For the validity of the mandate, the proxy must have the capacity of either an agent (in accordance with the provisions of art. 2 para. (1) section (19) of Law No. 24/2017), or a lawyer, and the shareholder is their client. Also, the proxy must not be in a conflict of interest, such as:

- a) a majority shareholder of the Company or of another person controlled by that shareholder;
- b) a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a person controlled by that shareholder;
- c) an employee or an auditor of the company or of a majority shareholder or of a person controlled by that shareholder;
- d) the spouse, relative or next of kin up to the fourth degree of one of the natural persons provided above.

The proxy cannot be replaced by another person. If the proxy is a legal entity, they can exercise their mandate through any person who is part of the administrative or management body or among their employees.

The Company does not impose a specific format for the General Power of Attorney.

Together with the General Power of Attorney, the shareholders will submit to the Company the **Affidavit** given by the legal representative of the agent or the lawyer who received the power of attorney, signed in original and, as the case may be, stamped, from which the following can be ascertained:

- i. the power of attorney is given by the shareholder in question, as a client, to the agent or, as the case may be, to the lawyer;
- ii. the general power of attorney is signed by the shareholder, including by attaching the extended electronic signature, if applicable.

**The capacity of shareholder**, as well as, in the case of legal entity shareholders or entities without legal personality, **the capacity of legal representative**, is determined based on the following documents submitted to the Company by the shareholder, issued by Depozitarul Central S.A. or by the agents defined in art. 2 para. (1) section 19 of Law No. 24/2017 that provides custody services:

- a) the statement of account showing the shareholder capacity and the number of shares held;
- b) documents attesting to the registration of the information regarding the legal representative with Depozitarul Central S.A./the agents in question (in the case of legal entity shareholders).

**Documents submitted in a foreign language**, other than English (with the exception of identity documents valid on the territory of Romania) will be accompanied by a translation made by a certified translator, into Romanian or English.

Before their first use, the General Powers of Attorney, accompanied by the related documents, shall be submitted/sent, in copy, including the certified copy note under the signature of the representative, so that they are registered as received at the Company's registry until **19.12.2023**, 12.00 p.m., for the GMS, clearly stating on the envelope "For the Ordinary/Extraordinary General Meeting of Shareholders of 21/22.12.2023". The general powers of attorney in certified copy will

be kept by the Company, referring to them in the protocol of the meeting. The general powers of attorney are valid for a period that will not exceed 3 years, if the parties have not expressly provided for a longer term.

The general powers of attorney, accompanied by the related documents, can also be sent by email with extended electronic signature, according to Law No. 455/2001 regarding the electronic signature, as further amended and supplemented, as well as according to the ASF regulations, to the address [actionariat@bvb.ro](mailto:actionariat@bvb.ro), so that they are registered as received at the Company's registry until **19.12.2023**, 12.00 p.m., for the GMS, stating in the subject "For the Ordinary/Extraordinary General Meeting of Shareholders of 21/22.12.2023".

The verification and validation of the General Powers of Attorney submitted to the Company will be done by the technical secretaries appointed according to the law, who will keep the documents safe.

#### **4. Special powers of attorney and ballots by mail**

According to art. 184 of SF Regulation No. 5/2018 "*special power of attorney - power of attorney granted to represent an issuer in a single general meeting, containing specific voting instructions from the shareholder, in accordance with art. 92 para. (12) from Law No. 24/2017*".

Special powers of attorney and ballots by mail must have the format provided by the Company and contain specific instructions for each item on the agenda (i.e., vote "For", vote "Against", respectively "Abstention").

Voting by mail can be expressed through Ballot by mail and by the shareholder's representative, only in the situation where the latter:

- received from the shareholder they represent a special/general power of attorney, which is submitted to the Company in the form provided by the legal regulations and the term specified in the notice to attend; or
- the representative is a credit institution that provides custody services, and the latter can vote exclusively in accordance and within the limits of the instructions received from its clients, having the capacity of shareholders on the Reference Date.

**The capacity of shareholder**, as well as, in the case of legal entity shareholders or entities without legal personality, **the capacity of legal representative** is established based on the list of shareholders of the Company as of the Reference Date, received from Depozitarul Central S.A.

In the event that: a) natural person shareholders have not registered with the Depozitarul Central S.A. system valid and updated identification data, then they shall also submit a copy of the updated identity document (identity bulletin/card/passport/residence permit); b) the legal representative of the legal entity shareholders is not mentioned in the list of BVB shareholders from the Reference Date received from Depozitarul Central S.A., then they shall also submit an official document attesting to the legal representative capacity (proof issued by a competent authority, in original or a certified copy, no older than 3 months before the date of publication of the GMS notice to attend).

**Documents submitted in a foreign language**, other than English (with the exception of identity documents valid on the territory of Romania) will be accompanied by a translation made by a certified translator, into Romanian or English.

When filling in the Special Powers of Attorney/ Ballots by mail, the shareholders or, as the case may be, the representatives of the shareholders, are asked to take into account **the possibility of supplementing the GMS agenda with new items or draft decisions**, in which case the agenda will be supplemented and made available starting from **06.12.2023**. In this case, the Special Powers of Attorney/Ballots by mail will be updated and made available through the methods shown in section b) starting from **06.12.2023**.

Special powers of attorney and ballots by mail can also be sent by email with an extended electronic signature, according to Law No. 455/2001 regarding the electronic signature, republished, as well as according to the ASF regulations, to the address [office@myinsurance.ro](mailto:office@myinsurance.ro), as follows:

- for the GMS, the special Power of Attorney/Ballot by mail, filled in by the shareholders or, as the case may be, by the representatives of the shareholders, with their options (vote “For”, vote “Against”, respectively “Abstention”), signed, with attached extended electronic signature, accompanied by the related documents, will be sent by email, stating in the subject “For the Ordinary/Extraordinary General Meeting of Shareholders of 21/22.12.2023”, so that they are registered as received at the Company’s registry until the date of **19.12.2023**, 12.00 p.m.

Special Powers of attorney and Ballots by mail that are not registered at the Company’s registry by the above-mentioned deadlines will **not** be taken into account for determining the attendance and voting quorum in the GMS.

The tally, verification and record keeping of the Ballots by mail, as well as the verification and validation of the Special Powers of Attorney submitted to the Company, will be done by the technical secretaries appointed according to the law, who will keep the entries safe, as well as the confidentiality of the votes expressed in this way, until the moment of submitting the corresponding subjects related to the agenda to vote.

After the GSM, the shareholder or a third party designated by the shareholder can obtain from the Company, at least upon request, a confirmation of the fact that the votes have been validly counted and registered by the Company. The request for such a confirmation can be made within one month from the date of the vote. In this case, the Company will send the shareholder an electronic confirmation of the registration and counting of the votes, in accordance with the provisions of art. 97 para. (2) of Law No. 24/2017 and with those of art. 7 para. (2) of EC Regulation 1212/2018, in the format provided by table 7 of the Annex to EC Regulation 1212/2018.

#### **5. The right of shareholders to request the introduction of new items on the agenda and to submit draft resolutions for existing or proposed items to be included on the agenda**

According to the provisions of art. 117<sup>1</sup> of Law 31/1990 and art. 105 para. 3 of Law No. 24/2017, one or more shareholders who hold, individually or together, at least 5% of the Company’s share

capital, have the right, under the law, to request the introduction of new items on the GMS agenda, as well as to submit draft decisions for the items included or proposed to be included on their agenda, by registered letter with confirmation of receipt/courier/electronic means, clearly stating on the envelope “For the Ordinary/Extraordinary General Meeting of Shareholders of 21/22.12.2023”, so that they are registered as received at the Company’s registry within **15 days from the date of publication of this notice to attend in the Official Gazette of Romania**. Each new item proposed must be accompanied by a justification or a draft resolution proposed for the approval of the meeting.

#### **6. The right of shareholders to ask questions about the agenda**

According to the provisions of art. 198 of the ASF Regulation No. 5/2018, any interested shareholder has the right to ask questions regarding the sections on the GMS agenda; the questions will be sent in writing and will be submitted/sent by registered letter/courier, so that they are registered as received at the Company’s registry until **08.12.2023**, 12.00 p.m., clearly stating on the envelope “For the Ordinary/Extraordinary General Meeting of Shareholders dated 21/22.12.2023”, or can be sent by email with extended electronic signature, according to Law No. 455/2001 regarding the electronic signature, as further amended and supplemented, as well as according to the ASF regulations, to the address office@myinsurance.ro, stating in the subject “For the Ordinary/Extraordinary General Meeting of Shareholders of 21/22.12.2023”.

The answers will be available on the Company’s website, i.e. [www.myinsurance.ro](http://www.myinsurance.ro), starting from **08.12.2023**.

The right to ask questions and the Company’s obligation to respond will be conditioned by the protection of confidentiality and the interests of the Company.

For the valid exercise of the rights mentioned in art. 5 and 6, shareholders will submit to the Company the following documents issued by Depozitarul Central S.A. or by the agents defined in art. 2 para. (1) section 19 of Law No. 24/2017 providing custody services:

- a) The statement of account showing the shareholder capacity and the number of shares held;
- b) The documents attesting to the registration of the information regarding the legal representative with Depozitarul Central S.A./agents in question (in the case of legal entity shareholders).

Documents submitted in a foreign language other than English (with the exception of identity documents valid on the territory of Romania) will be accompanied by a translation made by a certified translator, into Romanian or English.

BOARD OF DIRECTORS

PRESIDENT – STEFAN EMANUEL PRIGOREANU

