

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: **15th March, 2024**

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 Meeting of Shareholders for 25th April, 2024

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

*with its registered office in Bucharest, No. 111 Splaiul Independenței St., District 5,
registered with the Trade Register under no. J40/5065/1997, UIC 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, No. 111 Splaiul Independenței St., District 5, Romania, registered with the Bucharest Trade Register under no. J40/5065/1997, having UIC 9557790 (hereinafter referred to as the “**Company**”),

In compliance with art. 117 in conjunction with art. 111 of Companies Law No. 31/1990 and according to art. 105 of Law No. 24/2017 regarding issuers of financial instruments and market

operations, art. 186 et seq. of ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations, and art. 17 of the Company's Articles of Incorporation,

SUMMONS:

- **The Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS")** for **25.04.2024, 12:00 p.m.**, at the Company's registered office, in Bucharest, No. 111 Splaiul Independenței St., District 5, Romania, to which shareholders registered with Depozitarul Central S.A. at the end of **04.04.2024**, considered the **Reference Date**, are entitled to participate and vote.

If the legal and statutory attendance quorum is not reached at the first call, the OGMS will be held on **26.04.2024, 12:00 p.m.**, in the same place, with the same agenda, for the shareholders registered in the Shareholders' Register for the same *Reference Date*.

AGENDA:

1. Presentation, discussion and approval of the audited annual financial statements of the Company, related to the financial year 2023, based on the reports drawn up by the Administrators and the Financial Auditor.
2. Approval of the Financial Auditor's Report, related to the financial year 2023.
3. Approval of the proposal to distribute the net profit achieved in 2023, in the amount of **2,714,294 lei**, as follows:
 - a) the allocation of the amount of **420,222 lei** (representing 15.482% of the net profit) to "other reserves";
 - b) allocation of the amount of **2,294,072 lei** (representing 84.518% of the net profit) as dividends due to the shareholders, **representing a dividend per share of 1.1 lei**.
4. **Approval of the date of 24.05.2024 as "registration date"** which serves to identify the shareholders on whom the effects of the decisions adopted by the Ordinary General Meeting of Shareholders will be applied, in accordance with the provisions of art. 87 para. (1) from Law no. 24/2017 regarding issuers of financial instruments and market operations, republished, **and establishing the date of 23.05.2024 as "ex-date"**.
5. **Approval of the date of 12.06.2024 as "payment date"**, according to art. 87 para. (2)-(3) from Law no. 24/2017, republished, and art. 178 of Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments.
6. Approval of the management discharge of the members of the Board of Directors for the activity carried out in the financial year 2023.
7. Approval of the draft Revenue and Expenditure Budget for the financial year 2024.

8. Approval of the change in the remuneration of the members of the Board of Directors, as follows:
- a) updating the management contract signed between the Company and the administrator **Dan George STEFAN**, by increasing the allowance with 10%, for the protection of income against the inflation recorded from 26.04.2023 and until 25.04.2024, from 8,000 lei gross monthly to **8,800 lei gross monthly**, starting with the date of the OGMS decision that will be taken in this regard and until the end of the management contract, and the authorization of Mr. Stefan Emanuel PRIGOREANU to sign on behalf of the Company the additional act to the management contract;
 - b) updating the management contract signed between the Company and the administrator **Alin Valentin ANGHELUTA**, by increasing the allowance with 10%, for the protection of income against the inflation recorded from 26.04.2023 and until 25.04.2024, from 8,000 lei gross monthly to **8,800 lei gross monthly**, starting with the date of the OGMS decision that will be taken in this regard and until the end of the management contract, and the authorization of Mr. Stefan Emanuel PRIGOREANU to sign on behalf of the Company the additional act to the management contract;
 - c) updating the management contract signed between the Company and the President of the Board of Directors, Mr. **Stefan Emanuel PRIGOREANU**, by increasing the allowance with 10%, for the protection of income against the inflation recorded from 26.04.2023 until 25.04.2024, from 44,500 lei gross monthly to **48,950 lei gross monthly**, starting with the date of the OGMS decision that will be taken in this regard and until the end of the management contract, and the authorization of Mr. Alin Valentin ANGHELUTA to sign on behalf of the Company the additional act to the management contract.
9. Authorising the President of the Company's Board of Directors, Mr. Stefan Emanuel PRIGOREANU, with the possibility of substitution, to:
- a) 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;
 - b) 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 OGMS, **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 OGMS 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 OGMS 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, Affidavits, Special Powers of Attorney, and Ballots by mail are presented in sections 3 and 4 below.

2. Documents related and in connection with the OGMS agenda

Starting from **15.03.2024**, the following documents can be downloaded from the Company's website, 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) or by post.

- OGMS notice to attend (available in Romanian and English);
- Special Power of Attorney forms for the representation of shareholders in the OGMS, 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 OGMS, 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 OGMS agenda (available in Romanian and English);
- The draft decision for the sections on the OGMS agenda (available in Romanian and English).

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

3. General Powers of Attorney

According to art. 184 letter d) 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) of Law No. 24/2017”* [n.n. the provisions of art. 92 para. 13 of Law no. 24/2017 – the version in force on the date of entry into force of ASF Reg. no. 5/2018 – are currently found within art. 105 para. 13 of 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) the proxy is a majority shareholder of the Company or another person controlled by that shareholder;
- b) the proxy is a member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled person, according to the provisions of letter a);
- c) the proxy is an employee or an auditor of the company or of a majority shareholder or of a controlled entity, according to the provisions of letter a);

- d) the proxy is the spouse, relative or next of kin up to the fourth degree inclusive of one of the natural persons provided on letters a)-c).

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 23.04.2024, 10:00 a.m.**, clearly stating on the envelope "For the Ordinary General Meeting of Shareholders dated 25/26.04.2024". 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 office@myinsurance.ro, so that they are registered as received at the Company's registry **until 23.04.2024, 10:00 a.m.**, stating in the subject "For the Ordinary General Meeting of Shareholders dated 25/26.04.2024".

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 letter c) of ASF 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) of Law No. 24/2017*" [n.n. the provisions of art. 92 para. 12 of Law no. 24/2017 – the version in force on the date of entry into force of ASF Reg. no. 5/2018 – are currently found within art. 105 para. 13 of 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 mention "Abstention").

Voting by mail can be expressed through Ballot by mail also 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 OGMS 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 OGMS agenda with new items or draft decisions**, in which case the agenda will be supplemented and made available starting from **02.04.2024**. In this case, the Special Powers of Attorney/Ballots by mail will be updated and made available starting from **02.04.2024**.

Special Powers of Attorney and Ballots by mail 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 23.04.2024, 10:00 a.m.**, clearly stating on the envelope "For the Ordinary General Meeting of Shareholders dated 25/26.04.2024". Special Powers of attorney in certified copy will be kept by the Company, referring to them in the protocol of the meeting.

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, as follows:

- **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 mention "Abstention"), signed, with attached extended electronic signature, accompanied by the related documents, will be sent by email, stating in the subject "For the Ordinary General Meeting of Shareholders dated 25/26.04.2024", so that they are registered as received at the Company's registry until 23.04.2024, 10:00 a.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 OGMS.

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 OGMS, 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. (3) of Law No. 24/2017 and with those of art. 7 para. (2) of EU Regulation 1212/2018, in the format provided in table 7 of the Annex to EU 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. 117¹ 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 OGMS 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 General Meeting of Shareholders dated 25/26.04.2024", 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 decision 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 OGMS 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 **04.04.2024, 10:00 a.m.**, clearly stating on the envelope "For the Ordinary General Meeting of Shareholders dated 25/26.04.2024", or can be sent by email with extended electronic signature, according to Law No. 455/2001 regarding the electronic signature, as well as according to the ASF regulations, to the address office@myinsurance.ro, stating in the subject "For the Ordinary General Meeting of Shareholders dated 25/26.04.2024".

The answers will be available on the Company's website, i.e. www.myinsurance.ro, starting from **04.04.2024**.

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 points 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) point 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 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