Transilvania Investments

No. 683/06.02.2025

To: **Bucharest Stock Exchange**
Financial Supervisory Authority
Financial Instruments and Investments Sector

CURRENT REPORT
According to Law no. 24/2017 and F.S.A. Regulation no. 5/2018
Report date: 06.02.2025

Transilvania Investments Alliance S.A.
Headquarters: 2, Nicolae Iorga Street, Brasov 500057
Telephone: +40 268 415529, 416171; Fax: +40 268 473215, 473216
Tax registration code: RO3047687
Order number in the Trade Register: J08/3306/92
LEI Code (Legal Entity Identifier): 254900E2IL36VM93H128
Subscribed and paid-in share capital: RON 216,244,379.70
Regulated market on which the issued securities are traded: B.S.E., Premium Category (Symbol: TRANSI)

Important event to be reported: Convening of the Extraordinary General Meeting of Shareholders

The Company's Executive Board decided in the meeting of **05.02.2025** to convene the **Extraordinary General Meeting of Shareholders**, in accordance with the following convening notice:

The Executive Board
of Transilvania Investments Alliance S.A. ("the Company")

headquartered in Brasov, 2 Nicolae Iorga Street, Brasov County (hereinafter referred to as "*the Company's headquarters*"), registered with the Trade Register Office attached to the Brasov Tribunal under no. J08/3306/1992, with Fiscal Registration Code RO3047687 (hereinafter referred to as *"the Company"*), hereby convenes the Extraordinary General Meeting of Shareholders (hereinafter referred to as *"EGMS"*) on **10.03.2025, 10:00 a.m.**

The Extraordinary General Meeting of Shareholders will take place in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel – the Europe Hall.

Should the validity conditions be not met on the first convening date, the EGMS is convened on **11.03.2025**, with the same agenda and at the same venue and time.

The convening is carried out in compliance with the provisions of Law no. 24/2017 *on issuers of financial instruments and market operations,* republished (hereinafter referred to as "Law 24/2017"), the F.S.A. regulations issued for the enforcement of the aforementioned law, Law no. 31/1990 *on companies*, republished (hereinafter referred to as "Law 31/1990") as further amended and supplemented and the Company's Articles of Incorporation (hereinafter referred to as "the Articles of Incorporation").

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CUI/CIF: RO 3047687
R.C. J08/3306/1992
Autorizată A.F.I.A.: Autorizație ASF nr. 40/15.02.2018
Autorizată F.I.A.I.R.: Autorizație ASF nr. 150/09.07.2021
Cod LEI (Legal Entity Identifier): 254900E2IL36VM93H128

Capital social: 216 244 379,70 lei
Nr. Registru ASF: PJR071AFIAA/080005
Nr. Registru ASF: PJR09FIAIR/080006
IBAN B.C.R. Brașov: RO08 RNCB 0053 0085 8144 0001

Societate administrată în sistem dualist

The Company's share capital is composed of 2,162,443,797 registered and indivisible shares of equal value, issued in a dematerialized form, each share granting the right to one vote in the general meeting of shareholders, except for the own shares bought-back by the Company which have the voting right suspended, according to art. 105, para. (2) of Law 31/1990. The Company is currently running a share buy-back programme, based on the EGMS Resolution no. 1/22.04.2024; on the date of this convening notice, the Company holds 42,189,979 own shares which, together with the shares to be bought-back until the reference date, will have the voting right suspended. The Company will publish the number of voting rights as at the reference date, on its website www.transilvaniainvestments.ro, in the "*EGMS March 2025"* section.

The shareholders entitled to attend and vote at the general meeting convened by this notice are the shareholders who will be registered in the Shareholder Register at the end of **27.02.2025**, set as the reference date for this general meeting.

I. The Extraordinary General Meeting of Shareholders will have the following agenda:

1. Election of the meeting secretariat comprising two members, namely Mrs. Mihaela Susan and Mrs. Adriana Păduraru, shareholders whose identification data is available at the Company's headquarters, responsible for verifying shareholders' attendance, fulfilment of the formalities required by the law and the Articles of Incorporation for carrying-out the general meeting, counting the votes cast during the general meeting and drafting the meeting minutes.

2. Approval of the Company's buyback of its own shares, on the market where the shares are listed and/or through public tender offers, including public tender offers carried out through exchange offers, in accordance with the applicable legal provisions (the **"Buyback Programme"**), under the following conditions:

- The Buyback Programme shall target the buyback of a maximum of 185,000,000 shares;
- The Buyback Programme shall be performed at a minimum price of RON 0.3000 per share and a maximum price of RON 0.5000 per share;
- The aggregate value of the Buyback Programme shall be up to RON 92,500,000;
- Should the Company carries out public tender offers through exchange offers under the Buyback Programme, the Company will offer shares issued by THR Marea Neagră S.A., symbol „EFO", ISIN ROEFRIACNOR6, listed on the regulated market operated by Bursa de Valori București S.A., Standard category in exchange for up to 150,000,000 own shares, and cash for the difference;
- The buyback transactions shall have as object only fully paid shares;
- The Buyback Programme shall have the following purposes: **(i) reduction of the share capital by cancelling up to 175,000,000 shares** issued by the Company; the reduction of the share capital and the amendment of the Company's Articles of Incorporation will be approved by the Extraordinary General Meeting of Shareholders of the Company, which will be able to approve one or more share capital reduction operations as the shares are repurchased and the Extraordinary General Meeting of Shareholders of the Company is convened; and **(ii) distribution free of charge of up to 10,000,000 shares** issued by the Company to the Supervisory Board members, the Executive Board members and the identified personnel within a Stock Option Plan program, in accordance with the remuneration policy approved at the Company level;
- The implementation of the Buyback Programme will be made from the Company's own sources which, in order to avoid any misunderstanding, will include shares held by the Company in THR Marea Neagră (in the case of public tender offers carried out through exchange offers, in accordance with the applicable legal provisions) and cash;
- The Buyback Programme shall be performed in a period of maximum of 18 months from the registration date of the EGMS Resolution with the Trade Register; and

- The Executive Board is authorized to adopt any decision and perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolutions to be adopted by the EGMS in respect to this item on the agenda.

3. Approval of the termination on 25.03.2025 of the buyback programme carried out based on the EGMS Resolution no. 1/22.04.2024, if it is not completed on this date, subject to the approval by the EGMS of item 2 above regarding the Buyback Programme.

4. Approval of the contracting by the Company of one or more financings (**"the Financings"**), under the following conditions:

- The total amount of the Financings shall be up to RON 200,000,000;
- The duration of the Financings shall not exceed 5 years;
- The Financings shall be used by the Company to finance its investments;
- The Financings can be contracted from banks, by concluding one or more contracts;
- The Company shall issue and/or constitute any type of guarantees and/or mortgages, deemed necessary, useful and/or opportune by the Executive Board in relation to the Financings; and
- The Company's Executive Board is authorized to adopt any decision and to perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolutions to be adopted by the EGMS on this item on the agenda, including with regard to the following matters, without limitation: (i) negotiation, establishment and approval of the final terms and conditions of the Financings, the contractual terms on drawdown, early repayment, interest, taxes, tariffs, guarantees, constitution of any type of guarantees, (ii) negotiation, approval and signing of any contracts related to the Financings or any other arrangements, guarantee contracts, guarantee commitments, consultancy, certificates, declarations, registers, notifications, addenda and any other necessary, useful and/or opportune acts and documents, (iii) fulfilment of any formalities and authorization and/or execution of any other actions necessary to give full effect to the Financings, the related guarantees, the Financings documents, and (iv) empowerment, as the case may be, of the Company's Executive Board to sign any such documents, to fulfil any such formalities and to perform any such actions.

5. Approval of the date of 25.03.2025 as the *record date* (*ex-date* 24.03.2025), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions.

6. Approval of the authorization of the Executive Board of Transilvania Investments Alliance S.A. to carry out the necessary formalities to fulfill the EGMS resolution.

7. Authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the EGMS Resolution and fulfil the formalities for the registration and publication thereof.

II. Adding new items to the EGMS agenda. Requirements. Deadline.

In accordance with article 105 of Law 24/2017, one or more shareholders individually or jointly representing at least 5% of the share capital, has/have the right: **(i)** to add items to the agenda of the general meeting, provided that each item is accompanied by a justification or by a draft resolution proposed for approval of the general meeting and **(ii)** to present draft resolutions for the items added or proposed to be added to the agenda of the general meeting.

The shareholders' request to supplement the agenda shall include items that fall within the legal duties of the EGMS and fulfil the following conditions:

(i) the request shall be made only in written, until **22.02.2025**, **10:00 a.m.**, by submitting the original documents to the Company's headquarters or by sending them by e-mail at office@transilvaniainvestments.ro with qualified electronic signature (according to Law 214/2024 *on the use of electronic signature*);

(ii) the capacity as shareholder, in the case of natural persons and the capacity as legal representative, in the case of legal entities or entities without legal personality shall be ascertained based on the List of shareholders received by the Company from Depozitarul Central S.A. or based on the documents issued by Depozitarul Central S.A. or by the participants providing custody services, respectively the account statement indicating the capacity as shareholder and the number of shares held and the documents attesting the registration of the information regarding the legal representative with Depozitarul Central S.A. or with the respective participants, as the case may be;

(iii) each new item proposed to be added to the agenda shall be accompanied by a justification or by a draft resolution submitted to the EGMS for approval.

Should the exercise of the right to add new items to the agenda determine the change of the EGMS agenda that has already been communicated to shareholders, the Company will make available a new agenda using the same procedure as the one used in respect to the initial agenda, before the reference date set for this EGMS, in such a way that the entitled shareholders are notified of this change.

The documents submitted by shareholders in a foreign language (except for identity documents and documents drafted in English) shall be accompanied by a translation into Romanian or English carried out by a certified translator.

III. Documents related to the EGMS

The documents related to the items on the agenda, the procedure for voting by proxy and by correspondence, including by electronic means and the draft resolutions will be available starting on **07.02.2025,** during working days, between 9:00 a.m. and 3:00 p.m. at the Company's headquarters and on its website, under the *"EGMS March 2025"* section.

The shareholders may obtain from the Company's headquarters, upon request and for a fee, copies of the documents pertaining to the items included on the agenda, or they can print them from the Company's website.

IV. Voting by correspondence. Powers of attorney. Attending the EGMS.

The shareholders registered in the Shareholder Register on the reference date may attend the EGMS in person or may be represented by other persons, based on a special or general power of attorney, or they may vote by correspondence or by electronic means, in accordance with the procedures to be published on the Company's website, under the *"EGMS March 2025"* section.

(i) Voting by correspondence. The shareholders registered in the Shareholder Register on the reference date may vote by correspondence before the general meeting by using *ballot papers* forms, in accordance with article 105 of Law 24/2017.

The ballot papers forms will be available at the Company's headquarters and on its website www.transilvaniainvestments.ro, under the *"EGMS March 2025"* section, starting on **07.02.2025.**

The shareholders registered in the Shareholder Register on the reference date may also vote before the general meeting by electronic means until **07.03.2025**, 2:00 p.m., by accessing the Company's website www.transilvaniainvestments.ro , the "Electronic Voting" section.

The procedure for voting by correspondence, including by electronic means, will be presented in the information materials that will be made available to the shareholders on the Company's website www.transilvaniainvestments.ro, under the *"EGMS March 2025"* section.

(ii) Exercising the voting right by correspondence. The ballot papers, accompanied by the documents requested according to the procedure, shall be sent by e-mail at office@transilvaniainvestments.ro as an electronic document signed with qualified electronic signature, according to Law no. 214/2024 *on the use of electronic signature*, or they shall be submitted/sent to the Company's headquarters, so that they are received by the Company until **07.03.2025**, 2:00 p.m., under the sanction of losing the right to vote by correspondence in the general meeting convened through this notice, according to the legal provisions.

(iii) Powers of attorney. The shareholders registered in the Shareholder Register on the reference date may be represented at the general meetings by another person based on a *Special Power of Attorney*. A shareholder may designate a single person to represent them and an alternate representative for the situations where the designated representative is unable to fulfil their mandate. A shareholder is allowed to grant a Special Power of Attorney to a single representative.

The special powers of attorney forms, valid for the general meeting convened through this convening notice, will be available at the Company's headquarters, during working days, from 9:00 a.m. to 3:00 p.m. or they may be printed from the Company's website www.transilvaniainvestments.ro, the *"EGMS March 2025"* section, starting on **07.02.2025**.

The shareholders representation in the general meeting by other persons can also be made based on a *General Power of Attorney,* accompanied by an affidavit given by the legal representative of the intermediary (defined according to article 2, paragraph (1) entry 19 of Law 24/2017) or by the attorney who was granted the power of attorney, under the applicable legal provisions and the general meetings procedure. The general power of attorney shall be granted by the shareholder for the entire holding on the reference date and submitted to the Company until the deadline mentioned below, in true copy, certified by signature of the representative.

(iv) Exercising the voting right through authorized representatives. The special powers of attorney and the general powers of attorney, accompanied by the documents requested according to the procedure, shall be submitted/sent to the Company's headquarters or they shall be sent by email at office@transilvaniainvestments.ro as an electronic document signed with qualified electronic signature, according to Law no. 214/2024 *on the use of electronic signature*, so that they are received by the Company until **07.03.2025**, 2:00 p.m**.,** under the sanction of losing the right to vote through the authorized representative in the general meeting convened through this notice, according to the legal provisions.

The revocation of a special/general power of attorney can be made in written, by any of the means of designation and shall be sent to the Company's headquarters until **07.03.2025**, 2:00 p.m**.**

The special/general powers of attorney bearing a later date (registered with the Company until **07.03.2025**, 2:00 p.m.) have as an effect the revocation of the previously issued powers of attorney.

(v) Attending the Extraordinary General Meeting of Shareholders. The natural persons are permitted to attend the meeting by simply proving their identity.

The legal persons and the entities without legal personality may attend the general meeting through their legal representative. The capacity as legal representative is acknowledged as mentioned in Chapter II above.

Shareholder's direct participation at the general meeting, in person or through their legal representative, removes any other voting option previously sent, only the vote expressed in person or through the legal representative being considered.

V. Shareholders' questions. Each shareholder has the right to ask questions regarding the items on the agenda of the Extraordinary General Meeting of Shareholders, until **06.03.2025**, 2:00 p.m. The Company may answer the questions also by posting the answer on its website, under the "FAQ" section or during the general meeting, provided that the requested information complies with the public information character and cannot be found in the documents pertaining to the agenda or in the reports published by the Company.

The shareholders' questions shall be sent in written, by submitting the documents in original copy to the Company's headquarters or by e-mail at office@transilvaniainvestments.ro with extended electronic signature (according to Law 214/2024 *on the use of electronic signature*), clearly referenced *„For the EGMS March 10(11), 2025".*

The capacity as shareholder (natural person or legal representative of the legal person) shall be ascertained based on the Shareholder Register as at the reference date, based on the identity document or, prior to the receipt of the Shareholder Register, according to Chapter II above.

Marius-Adrian Moldovan
Executive President

Mihaela-Corina Stoica
Compliance Director