



# Transilvania Investments

No. 2195/10.04.2025

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: 10.04.2025

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: Litigations

In reference to the Current Report no. 1568 of 14.03.2025, Transilvania Investments Alliance informs shareholders and investors on a series of litigations initiated pursuant to the exceptional event regarding the diminishing of the stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A., which resulted in an adjustment of the value of the stake held by Transilvania Investments Alliance in Nova Tourism Consortium S.A. amounting to RON (- 56.26 million), which impacted the profit and loss account of the year 2024.

We recall that, from the Ascertaining Certificate issued by the National Trade Register Office (ONRC) on 10.03.2025, it resulted that the stake held by Nova Tourism Consortium S.A. in the share capital of Hoteluri Restaurante Sud S.A. decreased from 90.61% to 48.24%, following the approval by the ONRC, on 07.03.2025, of a request for share capital increase of Hoteluri Restaurante Sud S.A., made based on a Resolution of the Extraordinary General Meeting of Shareholders dated 21.05.2024. The said resolution led to the change in the shareholding structure of Hoteluri Restaurante Sud S.A., by introducing Alexa Business & Investments S.R.L. as a shareholder, with a 46.76% participation in the share capital.

The share capital increase was carried out at nominal value, without a valuation report to establish the subscription price, without granting the pre-emption right to the existing shareholders and without any prior form of publicity regarding the convening of the meeting and/or the adoption of the resolution.

Even though our company has not granted a mandate to the sole administrator of Nova Tourism Consortium S.A., from the documents available so far, the share capital increase dated 21.05.2024 was unanimously adopted, in the presence of 100% of the total share capital and voting rights of Hoteluri Restaurante Sud S.A. This operation, which is contrary to the Transilvania Investments' interests, presumes either the concurrence of Mrs. Alexe Gabriela – Sole Administrator of Hoteluri Restaurante Sud S.A., or those of the sole administrator of Nova

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Transilvania Investments  
Alliance S.A.

Str. Nicolae Iorga 2,  
Braşov 500057, România

Tel.: +40 268 415 529  
Tel.: +40 268 416 171

[office@transilvaniainvestments.ro](mailto:office@transilvaniainvestments.ro)  
[www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro)

CUI/CIF: RO 3047687  
R.C. J08/3306/1992

Autorizată A.F.I.A.:  
Autorizaţie ASF nr. 40/15.02.2018

Autorizată F.I.A.I.R.:  
Autorizaţie 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:  
PJR09FAIR/080006

IBAN B.C.R. Braşov:  
RO08 RNCB 0053 0085 8144 0001

Societate administrată în sistem dualist

Tourism Consortium S.A. in office on the date of the above-mentioned EGMS, respectively Mr. Dragoș Călin, who held at that time also the position of Head of the Legal Department of Transilvania Investments Alliance S.A.

We present below the situation of the **disputes in which Nova Tourism Consortium S.A.** is the plaintiff:

**Case no. 1326/118/2025**

- Object: **Annulment of the Resolution of the Extraordinary General Meeting of Shareholders of Hoteluri Restaurante Sud S.A. dated 21.05.2024**
- Parties: Nova Tourism Consortium S.A. - plaintiff and Hoteluri Restaurante Sud S.A. - defendant. Transilvania Investments Alliance has filed a request for main intervention in this Case.

**Case no. 1383/118/2025**

- Object: **Suspension of the Resolution of the Extraordinary General Meeting of Shareholders of Hoteluri Restaurante Sud S.A. dated 21.05.2024** – presidential ordinance
- Parties: Nova Tourism Consortium S.A. - plaintiff and Hoteluri Restaurante Sud S.A. - defendant. Transilvania Investments Alliance has filed a request for main intervention in this Case.
- For this Case, the court set the next trial date on 14.04.2025.

**Case no. 1356/118/2025**

- Object: **Complaint against the Resolution** no. 204299/07.03.2025 of the Director of the Trade Register Office (ONRC) attached to the Court of Constanța
- Parties: Nova Tourism Consortium S.A. - plaintiff, Hoteluri Restaurante Sud S.A. - defendant and ONRC Constanța - defendant

**Case no. 1722/118/2025**

- Object: **Action for the declaration of nullity of certain acts and transactions** concluded between the parties, the refund of the amounts and the payment of the related interest
- Parties: Nova Tourism Consortium S.A. - plaintiff, Hoteluri Restaurante Sud S.A. - defendant, Consulting & Construction Investments SA - defendant and Alexa Business & Investments SRL - defendant

Our Company vehemently denounces and contests the legality of the share capital increase operation dated 21.05.2024 and, to protect the interests of Transilvania Investments Alliance and its shareholders, it is fully committed to taking all necessary civil and criminal steps.

Transilvania Investments Alliance will continue to properly inform investors and shareholders about the actions taken, by considering the procedural strategy adopted, maximization of the result obtained and non-vitiating the ongoing legal proceedings.

**Marius-Adrian Moldovan**  
**Executive President**

**Mihaela-Corina Stoica**  
**Compliance Director**