No. 1568/14.03.2025

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: 14.03.2025

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

Transilvania Investments Alliance informs shareholders and investors on a series of litigations initiated by Nova Tourism Consortium S.A. (a company 99.99% owned by Transilvania Investments), determined by the identification of a situation in respect to the stake held by Nova Tourism Consortium S.A. in the company Hoteluri Restaurante Sud S.A.

Thus, from the Ascertaining Certificate issued by the National Trade Register Office (ONRC) on 10.03.2025, it results that the stake held by Nova Tourism Consortium S.A. in the share capital of Hoteluri Restaurante Sud S.A. was changed from 90.61% to 48.24%, following the resolution 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 adopted resolution led to the change in the shareholding structure of Hoteluri Restaurante Sud S.A, by introducing in the shareholding of the company Alexa Business & Investments S.R.L. with a participation in the share capital of 46.76%.

Within the share capital increase operation, carried out at nominal value, without the existence of a valuation report which to establish the subscription price, without offering the preference right to the existing shareholders and without any previous form of publicity regarding the convening of the meeting and/or the adoption of the resolution, Alexa Business & Investments S.R.L. subscribed the new shares, totalling RON 22 million, of which it paid RON 8.6 million, with a full payment term in 3 years. We mention that this company is managed by Arion Irina-Elena, daughter of Mr. Frățilă Constantin – member of the Supervisory Board of Transilvania Investments until 31.12.2024.

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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

From the documents available so far, provided by the Trade Register, the share capital increase operation 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 interests of Transilvania Investments, presumes either the concurrence of Mrs. Alexe Gabriela – Sole Administrator of Hoteluri Restaurante Sud S.A., or those of the sole administrator of Nova 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.

Our company denounces and vehemently contests the legality of this operation, considering that Transilvania Investments has not granted a mandate in this respect to the sole administrator of Nova Tourism Consortium S.A. and will adopt, both at the level of Nova Tourism Consortium S.A. and internally, all the necessary civil and criminal measures.

The steps taken so far consisted in the submission of the complaint against the conclusion of the Trade Register Registrar, a mention registered under no. 946470 of 11.03.2025, and which, according to art.113 para.2 of Law 265/2022 was communicated to the Constanta Tribunal. Also, a request was made for the annulment of the Resolution of the Extraordinary General Meeting of Shareholders dated 21.05.2024.

In view of these findings, Transilvania Investments had to promptly update the fair value of its stake held in Nova Tourism Consortium S.A. (through a valuation carried out by a third-party appraiser), which resulted in an adjustment of RON (- 56.26 million). The estimated impact of the value adjustment of the Transilvania Investments' stake in Nova Tourism Consortium S.A. on the net asset value at 31.12.2024 is approximately 2.8%. This updated value will be reflected in the financial statements for 2024 and the statement of assets and liabilities at 31.12.2024 and 31.01.2025, which will be made public.

Transilvania Investments will properly inform investors and shareholders, by considering the maximization of the result of the actions taken or to be taken and the non-vitiation of legal proceedings.

Marius-Adrian Moldovan
Executive President

Mihaela-Corina Stoica
Compliance Director