No. 8701/16.12.2024

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: 16.12.2024

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: EGMS and OGMS Resolutions of December 16, 2024

I. The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on December 16(17), 2024, took place on the first convening date, December 16, 2024, 10:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 43 shareholders attended the meeting in person and voted by correspondence (including by electronic means), holding 828,850,826 voting shares, representing 38.98% of the total voting shares of the Company's share capital (total voting shares: 2,126,173,818 shares, representing 98.3227% of Transilvania Investments Alliance's share capital). The resolution adopted by the shareholders is the following:

Resolution no. 1 of the Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A. of December 16, 2024

The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A., with the required quorum and majority recorded in the Meeting Minutes no. 1 of December 16, 2024, drawn up for the meeting works which took place on the first convening date, considering the agenda, published in the Official Gazette of Romania-Part IV no. 4723/11.11.2024, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Expres" on 11.11.2024 and on the Company's website www.transilvaniainvestments.ro, and considering the materials presented in respect to the items on the agenda, as well as the votes, within a quorum of 38.98% of the voting rights, votes cast directly, through an authorized representative or by correspondence (electronic vote included), under article 115 of Law 31/1990, republished in 2004, as further amended and supplemented,

Transilvania Investments Alliance S.A.
Str. Nicolae Iorga 2, Brașov 500057, România
Tel.: +40 268 415 529
Tel.: +40 268 416 171
office@transilvaniainvestments.ro
www.transilvaniainvestments.ro

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

DECIDES:

Art. 1 – Approval of the 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 law and the Articles of Incorporation for carrying-out the general meeting, counting of the votes cast during the general meeting and drafting the meeting minutes.

This article was approved with 828,403,836 votes "For", representing 99.95 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 100.00% of the total votes cast. A number of 828,403,836 valid votes were cast for this article, representing 38.96% of the total number of the voting shares and were distributed as follows: 828,403,836 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 2 – (1) Approval of the reduction in the share capital of Transilvania Investments Alliance S.A., in accordance with art. 207 para. (1) letter c) of Law 31/1990 by RON 1,200,000, from RON 216,244,379.70 to RON 215,044,379.70, due to the cancelation of 12,000,000 own shares acquired by the Company under the buy-back programme approved by the EGMS Resolution no. 1/24.04.2023 and approval/rejection for the transfer of RON 426,252.64, representing dividends related to the Company's own shares, from *Dividends payable* account to *Other reserves - own financing sources created from profit* account.

(2) After the share capital reduction, the share capital of Transilvania Investments Alliance S.A. will amount to RON 215,044,379.70, divided into 2,150,443,797 shares with a nominal value of RON 0.10 /share. Article 7 of Articles of Incorporation will be amended to reflect the reduction in the share capital as follows:

"Art. 7 - The subscribed and paid-in share capital is worth RON 215,044,379.70 and is divided into 2,150,443,797 registered shares."

This article was approved with 828,403,836 votes "For", representing 99.95 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 100.00% of the total votes cast. A number of 828,403,836 valid votes were cast for this article, representing 38.96% of the total number of the voting shares and were distributed as follows: 828,403,836 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 3 – Approval of the amendment and supplementation of the Company's Articles of Incorporation as follows:

(i) art. 2 paragraph (1) is amended and will have the following wording:

"(1) TRANSILVANIA INVESTMENTS ALLIANCE S.A. is a Romanian legal entity, organized as a joint-stock company (S.A.). The Company is listed on the Bucharest Stock Exchange and the trading of shares is subject to the rules applicable to the regulated market and the closed-end alternative investment funds."

(ii) art. 10 paragraph (4) is amended and will have the following wording:

"(4) The right to dividends and other rights derived from the capacity as shareholder may be exercised by the persons registered in the shareholders' register at the date established through the resolution of the general meeting of shareholders, in accordance with the lawful provisions in force. Dividends not collected by shareholders shall be prescribed in accordance with the legal provisions in force and will be registered by the Company in the profit and loss account, with the application of the applicable tax treatment."

(iii) paragraphs (2) and (4) of art. 15 are removed.

(iv) after paragraph (1) of art. 15 a new paragraph is added with the following wording:

"(2) In the process of selecting and nominating the members of the Supervisory Board, the Company will promote diversity in all its forms, including gender equity, by considering the skills, experience and integrity of the candidates."

(v) after paragraph (5) of art. 15 a new paragraph is added with the following wording:

"No executive duties may be transferred to the Supervisory Board, which shall act strictly within the scope of its supervision and control role, without participating in the executive operational activity of the Company. Upon the request from the Executive Board, the Supervisory Board shall endorse complex operations that exceed a certain value as defined by the Company's internal regulations. The procedure for requesting and issuing such endorsements, including the value threshold and application conditions, shall be outlined in the internal regulations."

(vi) art. 17 paragraph (3) is amended and will have the following wording:

"(3) The Chairman of the Supervisory Board shall preside over the Board meetings; in the Chairman's absence, a designated member appointed by the Board will chair the meetings."

(vii) art. 17 paragraph (7) is amended and will have the following wording:

"(7) The Supervisory Board may establish advisory committees, each comprising at least two members, responsible for conducting investigations and providing recommendations to the Board. The establishment of the Audit Committee, Risk Committee and Nomination and Remuneration Committee is mandatory. At least one member of the audit committee shall have expertise in accounting and statutory audit fields."

(viii) after paragraph (7) of art. 17 a new paragraph is added with the following wording:

"The Supervisory Board shall include at least two independent members, the independence criteria being established in accordance with the applicable legal provisions."

(ix) art. 17 paragraph (8) is amended and will have the following wording:

"(8) The members of the Supervisory Board are entitled to reimbursement by the Company for all expenses incurred for transportation to and attendance at any Supervisory Board meetings, as well as for any activities related to the supervision of the Executive Board's activity."

(x) art. 18 paragraphs (1) and (2) are amended and will have the following wording:

"(1) The members of the Supervisory Board may be revoked at any time by the General Meeting of Shareholders for good reason, including for conflicts of interests brought to the shareholders' attention."

"(2) If the revocation of the Board members incurs without just cause, the Company shall pay damages, in accordance with the mandate agreement concluded by them with the Company."

(xi) after paragraph (2) of art. 18 a new paragraph is added with the following wording:

"(3) The members of the Supervisory Board have the obligation to declare at the beginning of the mandate, annually and whenever appropriate*, any personal, professional or financial interests that could generate a conflict of interests with the position held. The potential conflict of interests is documented and analysed by the Company, in order to maintain the adequacy of Supervisory Board members."*

(xii) art. 19 paragraph (2) is amended and will have the following wording:

"(2) The members of the Executive Board shall meet the conditions provided for by the legislation in force for holding such position and shall conclude a professional risk liability insurance amounting to the RON equivalent of Euro 500,000. The insurance premiums shall be incurred by the Company."

(xiii) after paragraph (2) of art. 19 a new paragraph is added with the following wording:

"The members of the Executive Board have the right to benefit of the protection of their professional reputation from the Company in case their professional reputation suffers for reasons related to the legitimate exercise of their mandate. According to the mandate agreement, the members of the Executive Board have the right to benefit, at the Company's expense, of legal assistance and representation in terms of their legal protection in relation to third parties, in disputes of any nature (civil, administrative litigation, criminal etc.), arising from /or in relation to the exercise of their legitimate duties, unless the interests of the Company and the Executive Board members are divergent."

(xiv) art. 19 paragraph (10) is amended and will have the following wording:

"(10) At least two members of the Executive Board must be present for the decisions to be valid. The Executive Board decisions shall be adopted by the vote of the majority of the members present or represented at the respective meeting of the Executive Board. In the event of a tie, the President shall have the casting vote."

(xv) art. 20 paragraph (1) is amended and will have the following wording:

"(1) The Company shall organize its internal audit activity in accordance with the legal provisions in force, by contracting the services of an auditor, natural person or legal entity."

(xvi) paragraphs (2) and (3) of art. 20 are removed.

(xvii) art. 21 paragraph (2) is amended and will have the following wording:

"(2) The operations stipulated in the previous paragraph shall be carried out by a financial auditor-either an individual or legal entity, whose appointment and mandate duration are established by the Ordinary General Meeting of Shareholders."

(xviii) art. 22 paragraphs (3) and (5) are amended and will have the following wording:

"(3) The financial year begins on January 1st and ends on December 31st of each year."

"(5) The rules on the valuation of the Company's assets are established with the observance of the principles provided for by the legislation in force, and their detailed presentation as well as the investment policy of the Company are included in the Fund Rules."

(xix) art. 26 is removed.

(xx) art. 31 is removed and the title of Chapter IX is renamed as follows: "*Chapter IX - Merger, division, dissolution, liquidation*".

Following the approval of the amendment and supplementation of the Company's Articles of Incorporation, the articles and paragraphs will be renumbered, and the existing footnotes will be removed.

This article was approved with 685,795,371 votes "For", representing 82.74% of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 82.79% of the total votes cast. A number of 828,403,836 valid votes were cast for this article, representing 38.96% of the total number of the voting shares and were distributed as follows: 685,795,371 votes "For" and 142,608,465 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 4 – Approval of **09.01.2025** as the *record date* (*ex-date* **08.01.2025**), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions.

This article was approved with 828,403,836 votes "For", representing 99.95 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 100.00% of the total votes cast. A number of 828,403,836 valid votes were cast for this article, representing 38.96% of the total number of the voting shares and were distributed as follows:

828,403,836 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 5 – Approval of the authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the EGMS Resolution and to fulfil the formalities for the registration and publication thereof.

This article was approved with 828,403,836 votes "For", representing 99.95 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 100.00% of the total votes cast. A number of 828,403,836 valid votes were cast for this article, representing 38.96% of the total number of the voting shares and were distributed as follows: 828,403,836 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

II. The Ordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on December 16(17), 2024, took place on the first convening date, December 16, 2024, 11:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 44 shareholders attended the meeting in person, through representative and voted by correspondence (including by electronic means), holding 835,158,047 voting shares, representing 39.28% of the total voting shares of the company's share capital (total voting shares – 2,126,173,818 shares, representing 98.3227% of Transilvania Investments Alliance's share capital). The resolution adopted by the shareholders is the following:

Resolution no. 1 of the Ordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A. of December 16, 2024

The Ordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A., with the required quorum and majority recorded in the Meeting Minutes no. 1 of December 16, 2024, drawn up for the meeting works which took place on the first convening date, considering the agenda, published in the Official Gazette of Romania-Part IV no. 4723/11.11.2024, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Expres" on 11.11.2024 and on the Company's website www.transilvaniainvestments.ro, and considering the materials presented in respect to the items on the agenda, as well as the votes, within a quorum of 39.28% of the voting rights, votes cast directly, through an authorized representative or by correspondence (electronic vote included), under article 112 of Law 31/1990, republished in 2004, as further amended and supplemented,

DECIDES:

Art. 1 – Approval of the 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 law and the Articles of Incorporation for carrying-out the general meeting, counting of the votes cast during the general meeting and drafting the meeting minutes.

This article was approved with 835,014,337 votes "For", representing 100% of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27% of the total number of the voting shares and were distributed as follows: 835,014,337 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 2 – Approval of the election of the Company's Supervisory Board comprising 5 members, namely Mr. Bozgan Horia-Cătălin, Mr. Nicoară Marius-Petre, Mr. Turcu Vasile-Cosmin, Mr. Abrudan Patrițiu and Mrs. Tiron-Tudor Adriana, for a 4-year mandate between 20.04.2025 and 19.04.2029. The Supervisory Board members shall exercise their duties only after receiving approval from the Financial Supervisory Authority.

The election of Mr. Bozgan Horia-Cătălin was approved with 686,121,891 votes "For", representing 82.17% of the total votes cast. A number of 835,014,337 valid votes were cast for this candidate, representing 39.27% of the total number of the voting shares and were distributed as follows: 686,121,891 votes "For" and 148,892,446 votes "Against". A number of 0 abstentions were registered and 0 votes were cancelled.

The election of Mr. Nicoară Marius-Petre was approved with 686,121,891 votes "For", representing 82.17% of the total votes cast. A number of 835,014,337 valid votes were cast for this candidate, representing 39.27% of the total number of the voting shares and were distributed as follows: 686,121,891 votes "For" and 148,892,446 votes "Against". A number of 0 abstentions were registered and 0 votes were cancelled.

The election of Mr. Turcu Vasile-Cosmin was approved with 692,405,872 votes "For", representing 82.92% of the total votes cast. A number of 835,014,337 valid votes were cast for this candidate, representing 39.27% of the total number of the voting shares and were distributed as follows: 692,405,872 votes "For" and 142,608,465 votes "Against". A number of 0 abstentions were registered and 0 votes were cancelled.

The election of Mr. Abrudan Patrițiu was approved with 683,378,175 votes "For", representing 81.84% of the total votes cast. A number of 835,014,337 valid votes were cast for this candidate, representing 39.27% of the total number of the voting shares and were distributed as follows: 683,378,175 votes "For" and 151,636,162 votes "Against". A number of 0 abstentions were registered and 0 votes were cancelled.

The election of Mrs. Tiron-Tudor Adriana was approved with 835,014,337 votes "For", representing 100% of the total votes cast. A number of 835,014,337 valid votes were cast for this candidate, representing 39.27% of the total number of the voting shares and were distributed as follows: 835,014,337 votes "For" and 0 votes "Against". A number of 0 abstentions were registered and 0 votes were cancelled.

Art. 3 – Approval of the monthly remuneration of the Supervisory Board members elected by this general meeting of shareholders, valid for the duration of the mandate, as follows: 2.25 times the average gross salary within the Company for each Board member and 2.65 times the average gross salary within the Company for the Chairman. The average gross salary used to calculate the remuneration of the Supervisory Board members is the one recorded in November 2024.

This article was approved with 686,121,891 votes "For", representing 82.17% of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27*% of the total number of the voting shares and were distributed as follows: 686,121,891 votes "For" and 148,892,446 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.*

Art. 4 – Approval of the model management contract to be concluded between Transilvania Investments Alliance S.A. and the members of the Supervisory Board, and authorization of the Executive President to sign the management contract on behalf of the Company.

This article was approved with 686,121,891 votes "For", representing 82.17% of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27*% of the total number of the voting shares and were distributed as follows: 686,121,891 votes "For" and 148,892,446 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.*

Art. 5 – Acknowledgment of the termination as of 20.04.2025 of the mandate of the Supervisory Board members in office as at the date of this general meeting, who were not re-elected for a new mandate, and approval of the necessary steps to remove their records from the Trade Register.

This article was approved with 835,014,337 votes "For", representing 100% of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27% of the total number of the voting shares and were distributed as follows: 835,014,337 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 6 – Approval of the appointment of Deloitte Audit S.R.L. as the financial auditor of Transilvania Investments Alliance S.A. for a 3-year mandate to audit the financial statements for the fiscal years 2025, 2026 and 2027.

This article was approved with 832,270,621 votes "For", representing 99.67 % of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27*% of the total number of the voting shares and were distributed as follows: 832,270,621 votes "For" and 2,743,716 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.*

Art. 7 – Takes note of the informing made in accordance with art. 29 of the F.S.A. Regulation no. 1/2019.

Art. 8 – Approval of **09.01.2025** as the *record date* (*ex-date* **08.01.2025**), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the OGMS resolutions.

This article was approved with 835,014,337 votes "For", representing 100% of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27% of the total number of the voting shares and were distributed as follows: 835,014,337 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 9 – Approval of the authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the OGMS Resolution and to fulfil the formalities for the registration and publication thereof.

This article was approved with 835,014,337 votes "For", representing 100% of the total votes cast. A number of 835,014,337 valid votes were cast for this article, representing 39.27% of the total number of the voting shares and were distributed as follows: 835,014,337 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Marius-Adrian MOLDOVAN
Executive President

Mihaela-Corina STOICA
Compliance Director