Transilvania Investments

No. 2581/28.04.2025

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: 28.04.2025

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: OGMS and EGMS Resolutions of April 28, 2025

I. The Ordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on April 28(29), 2025, took place on the first convening date, April 28, 2025, 10:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 37 shareholders attended the meeting in person and voted by correspondence (including by electronic means), holding 698,538,514 voting shares, representing 33.01% of the total voting shares of the Company's share capital (total voting shares: 2,116,440,000 shares, representing 97.8726% of the 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 April 28, 2025

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 April 28, 2025, 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. 1450/25.03.2025, in the national newspaper "Bursa" and in the local newspaper "Transilvania Expres" on 25.03.2025 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 33.01% of the voting rights, votes cast directly and by correspondence (electronic vote included), under article 112 of Law 31/1990, republished in 2004, as further amended and supplemented,

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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:
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 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.

This article was approved with 698,533,181 votes "For", representing 100.00% of the total votes cast. A number of 698,533,181 valid votes were cast for this article, representing 33.00% of the total number of the voting shares and were distributed as follows: 698,533,181 votes "For" and 0 votes "Against". A number of 5,333 abstentions were registered for this article and 0 votes were cancelled.

Art. 2 – Approval of the annual financial statements, namely the Statement of financial position, the Statement of profit or loss and other comprehensive income and the Explanatory notes to the annual financial statements prepared for the financial year 2024, based on the reports presented by the Executive Board, the Supervisory Board and the Financial Auditor, including the remuneration report for the year 2024.

This article was approved with 695,789,465 votes "For", representing 99.61% of the total votes cast. A number of 698,533,181 valid votes were cast for this article, representing 33.00% of the total number of the voting shares and were distributed as follows: 695,789,465 votes "For" and 2,743,716 votes "Against". A number of 5,333 abstentions were registered for this article and 0 votes were cancelled.

Art. 3 – Approval of the distribution of the net profit recorded in the financial year 2024 and the setting of the gross dividend per share at RON 0.0150/share.

This article was approved with 694,307,665 votes "For", representing 100.00% of the total votes cast. A number of 694,307,665 valid votes were cast for this article, representing 32.81% of the total number of the voting shares and were distributed as follows: 694,307,665 votes "For" and 0 votes "Against". A number of 4,230,849 abstentions were registered for this article and 0 votes were cancelled.

Art. 4 – Approval of the achievement degree of the performance indicators for the year 2024.

This article was approved with 691,557,104 votes "For", representing 99.60% of the total votes cast. A number of 694,307,665 valid votes were cast for this article, representing 32.81% of the total number of the voting shares and were distributed as follows: 691,557,104 votes "For" and 2,750,561 votes "Against". A number of 4,230,849 abstentions were registered for this article and 0 votes were cancelled.

Art. 5 – Approval of the variable remuneration afferent to the year 2024 for the Supervisory Board.

This article was approved with 692,326,289 votes "For", representing 99.60% of the total votes cast. A number of 695,076,850 valid votes were cast for this article, representing 32.84% of the total number of the voting shares and were distributed as follows: 692,326,289 votes "For" and 2,750,561 votes "Against". A number of 3,461,664 abstentions were registered for this article and 0 votes were cancelled.

Art. 6 – Approval of the liability discharge of the Supervisory Board members Patrițiu Abrudan, Marius-Petre Nicoară, Cosmin-Vasile Turcu and Horia-Cătălin Bozgan and rejection of the liability discharge of the Supervisory Board member Constantin Frățilă for the activity performed in the financial year 2024, corresponding to the term of office held by each of them, as follows:

The liability discharge of Mr. Patrițiu Abrudan was approved with 695,787,857 votes "For", representing 99.61% of the total votes cast. A number of 698,536,906 valid votes were cast for this *member, representing 33.01% of the total number of the voting shares and were distributed as follows: 695,787,857 votes "For" and 2,749,049 votes "Against". A number of 1,512 abstentions were registered for this article, 0 votes were cancelled and 96 votes were not cast.*

The liability discharge of Mr. Marius-Petre Nicoară was approved with 695,787,857 votes "For", representing 99.61% of the total votes cast. A number of 698,536,906 valid votes were cast for this member, representing 33.01% of the total number of the voting shares and were distributed as follows: 695,787,857 votes "For" and 2,749,049 votes "Against". A number of 1,512 abstentions were registered for this article, 0 votes were cancelled and 96 votes were not cast.

The liability discharge of Mr. Cosmin-Vasile Turcu was approved with 695,787,857 votes "For", representing 99.61% of the total votes cast. A number of 698,538,418 valid votes were cast for this member, representing 33.01% of the total number of the voting shares and were distributed as follows: 695,787,857 votes "For" and 2,750,561 votes "Against". A number of 0 abstentions were registered for this article, 0 votes were cancelled and 96 votes were not cast.

The liability discharge of Mr. Horia-Cătălin Bozgan was approved with 695,787,857 votes "For", representing 99.61% of the total votes cast. A number of 698,536,906 valid votes were cast for this member, representing 33.01% of the total number of the voting shares and were distributed as follows: 695,787,857 votes "For" and 2,749,049 votes "Against". A number of 1,512 abstentions were registered for this article, 0 votes were cancelled and 96 votes were not cast.

The liability discharge of Mr. Constantin Frățilă was rejected with 515,001,749 votes "Against", representing 74.02% of the total votes cast. A number of 694,483,343 valid votes were cast for this member, representing 32.81% of the total number of the voting shares and were distributed as follows: 515,001,749 votes "Against" and 179,481,594 votes "For". A number of 2,819,185 abstentions were registered for this article, 1,235,890 votes were cancelled and 96 votes were not cast.

Art. 7 – Approval of the liability discharge of the Executive Board members (Marius-Adrian Moldovan, Stela Corpacian, Răzvan-Legian Raț, Radu-Claudiu Roșca, Mihai Buliga) for the activity performed in the financial year 2024, corresponding to the term of office held by each of them, as follows:

The liability discharge of Mr. Marius-Adrian Moldovan was approved with 692,146,289 votes "For", representing 99.60% of the total votes cast. A number of 694,896,850 valid votes were cast for this member, representing 32.83% of the total number of the voting shares and were distributed as follows: 692,146,289 votes "For" and 2,750,561 votes "Against". A number of 3,641,664 abstentions were registered for this article and 0 votes were cancelled.

The liability discharge of Mrs. Stela Corpacian was approved with 692,126,289 votes "For", representing 99.60% of the total votes cast. A number of 694,876,850 valid votes were cast for this member, representing 32.83% of the total number of the voting shares and were distributed as follows: 692,126,289 votes "For" and 2,750,561 votes "Against". A number of 3,661,664 abstentions were registered for this article and 0 votes were cancelled.

The liability discharge of Mr. Răzvan-Legian Raț was approved with 695,787,953 votes "For", representing 99.61% of the total votes cast. A number of 698,538,514 valid votes were cast for this member, representing 33.01% of the total number of the voting shares and were distributed as follows: 695,787,953 votes "For" and 2,750,561 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

The liability discharge of Mr. Radu-Claudiu Roșca was approved with 690,890,399 votes "For", representing 99.43 % of the total votes cast. A number of 693,640,960 valid votes were cast for this member, representing 32.77% of the total number of the voting shares and were distributed as follows: 690,890,399 votes "For" and 2,750,561 votes "Against". A number of 3,661,664 abstentions were registered for this article and 1,235,890 votes were cancelled.

The liability discharge of Mr. Mihai Buliga was approved with 694,552,063 votes "For", representing 99.43% of the total votes cast. A number of 697,302,624 valid votes were cast for this member, representing 32.95% of the total number of the voting shares and were distributed as follows: 694,552,063 votes "For" and 2,750,561 votes "Against". A number of 0 abstentions were registered for this article and 1,235,890 votes were cancelled.

Art. 8 – Approval of the Revenue and Expenditure Budget for the financial year 2025.

This article was approved with 697,763,996 votes "For", representing 99.9992% of the total votes cast. A number of 697,769,329 valid votes were cast for this article, representing 32.97% of the total number of the voting shares and were distributed as follows: 697,763,996 votes "For" and 5,333 votes "Against". A number of 769,185 abstentions were registered for this article and 0 votes were cancelled.

Art. 9 – Approval of the appointment of Deloitte Audit S.R.L. as financial auditor for the assurance of the sustainability reporting of Transilvania Investments Alliance S.A., for a three-year term, for the financial years 2025, 2026 and 2027, as the case may be.

This article was approved with 695,071,517 votes "For", representing 99.50% of the total votes cast. A number of 695,076,850 valid votes were cast for this article, representing 32.84% of the total number of the voting shares and were distributed as follows: 695,071,517 votes "For" and 5,333 votes "Against". A number of 0 abstentions were registered for this article and 3,461,664 votes were cancelled.

Art. 10 – Approval of the date of 20.10.2025 as the *record date* (*ex-date* 17.10.2025), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the OGMS resolutions and approval of the date of 28.10.2025 as the *payment date*.

This article was approved with 695,076,850 votes "For", representing 99.50% of the total votes cast. A number of 695,076,850 valid votes were cast for this article, representing 32.84% of the total number of the voting shares and were distributed as follows: 695,076,850 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 3,461,664 votes were cancelled.

Art. 11 – Approval of the authorization of Marius-Adrian Moldovan, Executive President, to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

This article was approved with 695,076,850 votes "For", representing 99.50% of the total votes cast. A number of 695,076,850 valid votes were cast for this article, representing 32.84% of the total number of the voting shares and were distributed as follows: 695,076,850 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 3,461,664 votes were cancelled.

II. The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on April 28(29), 2025, took place on the first convening date, April 28, 2025, 11:30 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 36 shareholders attended the meeting in person and voted by correspondence (including by electronic means), holding 698,304,234 voting shares, representing 32.99% of the total voting shares of the Company's share capital (total voting shares: 2,116,440,000 shares, representing 97.8726% of the 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 April 28, 2025

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 April 28, 2025, 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. 1450/25.03.2025, in the national newspaper “Bursa” and in the local newspaper “Transilvania Expres” on 25.03.2025 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 32.99% of the voting rights, votes cast directly and by correspondence (electronic vote included), under article 115 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 the votes cast during the general meeting and drafting the meeting minutes.

This article was approved with 694,410,334 votes “For”, representing 99.44% of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 99.94% of the total votes cast. A number of 694,410,334 valid votes were cast for this article, representing 32.81% of the total number of the voting shares and were distributed as follows: 694,410,334 votes “For” and 0 votes “Against”. A number of 5,333 abstentions were registered for this article, 426,903 votes were cancelled and 3,461,664 votes were not cast.

Art. 2 – (1) Approval of the 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 2,400,379.70, from RON 215,044,379.70 to RON 212,644,000, due to the cancelation of 24,003,797 own shares acquired by the Company under the buy-back programme approved by the EGMS Resolution no. 1/22.04.2024.

(2) After the share capital reduction, the share capital of Transilvania Investments Alliance S.A. will amount to RON 212,644,000, divided into 2,126,440,000 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 212,644,000 and is divided into 2,126,440,000 registered shares.”

(3) The reduction of the share capital and the amendment of the Articles of Incorporation provided for in para. (1) and (2) will be carried out after the completion of the share capital reduction operation approved by the E.G.M.S. Resolution no. 1/16.12.2024.

This article was approved with 694,841,058 votes “For”, representing 99.50% of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 99.9998% of the total votes cast. A number of 694,842,570 valid votes were cast for this article, representing 32.83% of the total number of the voting shares and were distributed as follows: 694,841,058 votes “For” and 1,512 votes “Against”. A number of 0 abstentions were registered for this article, 0 votes were cancelled and 3,461,664 votes were not cast.

Art. 3 – Approval of the date of 13.05.2025 as the *record date* (*ex-date* 12.05.2025), 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 694,842,570 votes "For", representing 99.50% 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 694,842,570 valid votes were cast for this article, representing 32.83% of the total number of the voting shares and were distributed as follows: 694,842,570 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article, 0 votes were cancelled and 3,461,664 votes were not cast.

Art. 4 – Approval of the authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the Resolution of the Extraordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

This article was approved with 694,842,570 votes "For", representing 99.50 % 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 694,842,570 valid votes were cast for this article, representing 32.83% % of the total number of the voting shares and were distributed as follows: 694,842,570 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article, 0 votes were cancelled and 3,461,664 votes were not cast.

Marius-Adrian MOLDOVAN
Executive President

Dragoș-Ionuț Bosînceanu
Compliance Officer