



Transilvania Investments

No. 1893/20.03.2023

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: 20.03.2023

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 and Ordinary General Meetings of Shareholders

The Company's Executive Board decided in the meeting of 20.03.2023 to convene the **Extraordinary and Ordinary General Meetings of Shareholders**, in accordance with the following convening notice:

The Executive Board of Transilvania Investments Alliance S.A.,

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:

(i) the Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") on **24.04.2023, 10:00 a.m.**

(ii) the Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS") on **24.04.2023, 11:00 a.m.**

The meetings 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/OGMS is/are convened on **25.04.2023**, with the same agenda and at the same venue and time.

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

Autorizatã A.F.I.A.:
Autorizație ASF nr. 40/15.02.2018

Autorizatã 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:
PJR09FAIR/080006

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

Societate administrată în sistem dualist

The convening is carried out in compliance with the provisions of Law 24/2017 *on issuers of financial instruments and market operations* (hereinafter referred to as "Law 24/2017"), the F.S.A. regulations issued for the enforcement of the above-mentioned law, Law 31/1990 *on companies*, republished in 2004, as further amended and supplemented (hereinafter referred to as "Law 31/1990") and the Company's Articles of Incorporation.

The Company's share capital consists 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 meetings of shareholders, except for the shares bought-back by the Company whose voting right is 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. 1/28.04.2022; on the date of this convening, the Company holds 12,023,165 own shares which, together with the shares to be bought-back until the reference date, will have the voting rights suspended. The Company will publish the number of voting rights as at the reference date, on its website www.transilvaniainvestments.ro, in the sections "EGMS April 2023" and "OGMS April 2023".

The shareholders entitled to attend and vote in the general meetings of shareholders are the shareholders who will be registered in the Shareholders' Register at the end of **07.04.2023**, set as the reference date for these general meetings.

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

1. Election of the meeting secretariat comprised of two members, namely Mrs. Mihaela Susan and Mrs. Daniela Florea, shareholders whose identification data is available at the Company's headquarters, in charge of verifying the shareholders attendance, the fulfilment of the formalities required by law and the Articles of Incorporation for carrying-out the general meeting, the counting of the votes cast during the general meeting and drafting the meeting minutes;
2. Approval of a buy-back programme of the Company's own shares, in compliance with the applicable legal provisions, under the following conditions:
 - (i) *size of the programme* - maximum 20,000,000 shares with a nominal value of RON 0.10/share, representing 0.9248% of the share capital;
 - (ii) *acquisition price* of the shares - the minimum price will be equal to the market price of the Company's shares at the Bucharest Stock Exchange at the time of the acquisition and the maximum price shall be RON 0,49/share;
 - (iii) duration of the programme - maximum 18 months from the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV;
 - (iv) *payment of the bought-back shares* - from the available reserves (except for legal reserves), recorded in the last approved annual financial statements;
 - (v) *destination of the programme* - free distribution of the bought-back shares to the Supervisory Board members, Executive Board members and the identified staff, within a Stock Option Plan program, in compliance with the Company's remuneration policy, and
 - (vi) mandating the Executive Board to carry out this resolution.
3. Information regarding the changes to the Articles of Incorporation of Transilvania Investments Alliance S.A., carried out in accordance with the provisions of the F.S.A. Authorization. no. 106/08.07.2022.
4. Authorization of Mr. Radu-Claudiu Roşca – Executive President to sign the Resolution of the Extraordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

II. The Ordinary General Meeting of Shareholders will have the following agenda:

1. Election of the meeting secretariat comprised of two members, namely Mrs. Mihaela Susan and Mrs. Daniela Florea, shareholders whose identification data is available at the Company's headquarters, in charge of verifying the shareholders attendance, the fulfilment of the formalities required by law and the Articles of Incorporation for carrying-out the general meeting, the counting of the votes cast during the general meeting and drafting the meeting minutes;
2. Discussion and 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 2022, based on the reports presented by the Executive Board, the Supervisory Board and the Financial Auditor, including of remuneration report for the year 2022;
3. Approval of the distribution of the net profit recorded in the financial year 2022 and setting of the gross dividend per share at RON 0.014/share;
4. Approval of the variable remuneration of the Supervisory Board members for 2022/2023 within the limits approved by the general meeting of shareholders through the Remuneration policy and the Stock Option Plan programs;
5. Approval of the liability discharge of the Supervisory Board members for the activity performed in the financial year 2022;
6. Approval of the liability discharge of the Executive Board members for the activity performed in the financial year 2022;
7. Discussion and approval of the revenue and expenditure budget for the financial year 2023;
8. Approval of **31.05.2023** as the *record date (ex-date 30.05.2023)*, according to the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the OGMS resolutions and approval of **23.06.2023** as the *payment date*;
9. Authorization of Mr. Radu-Claudiu Roşca, Executive President, to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

III. Adding new items to the EGMS/OGMS 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 meetings, 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 provisions that fall within the legal duties of the EGMS/OGMS and meet the following conditions:

- (i) the request shall be made only in written, until **05.04.2023**, 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 extended electronic signature (according to Law 455/2001 on 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 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/OGMS for approval.

Should the exercise of the right to add new items to the agenda determine the change of the EGMS/OGMS 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/OGMS, 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.

IV. Documents pertaining to the general meetings

The annual financial statements prepared for the financial year 2022, the annual reports of the Executive Board and the Supervisory Board for the financial year ended 31 December 2022 and the proposal regarding the distribution of the 2022 net profit will be available at the Company's headquarters and on its website starting on **21.03.2023**.

The final form of the documents listed in the previous paragraph and the other documents pertaining to the items on the agenda, the procedure for voting by proxy and by correspondence, including by electronic means and the draft resolution of the general meetings will be available starting on **24.03.2023** at the Company's headquarters, on working days, between 9:00 a.m. and 3:00 p.m. and on the Company's website www.transilvaniainvestments.ro, under the "EGMS April 2023" and "OGMS April 2023" sections.

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.

V. Voting by correspondence. Powers of attorney. Attending the EGMS/OGMS.

The shareholders registered in the Shareholders' Register on the reference date may attend the EGMS/OGMS 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 April 2023" and "OGMS April 2023" sections.

(i) Voting by correspondence. The shareholders registered in the Shareholders' 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 April 2023" and "OGMS April 2023" sections, starting on **24.03.2023**.

The shareholders registered in the Shareholders' Register on the reference date may also vote before the general meetings by electronic means until **23.04.2023**, 10:00 a.m., by accessing the Company's website www.transilvaniainvestments.ro, the "Electronic Voting" section.

The procedure for voting by correspondence, including by electronic means, as established by the Executive Board, 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 April 2023" and "OGMS April 2023" sections.

(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 extended electronic signature, according to Law no. 455/2001 *on the electronic signature*, or they shall be submitted/sent to the Company's headquarters, so that they are received by the Company until **21.04.2023**, 02:00 p.m., under the sanction of losing the right to vote by correspondence in the general meetings convened by this notice, according to the legal provisions.

(iii) Powers of attorney. The shareholders registered in the Shareholders' 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 meetings convened through this convening notice, will be available at the Company's headquarters, on 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 April 2023" and "OGMS April 2023" sections, starting on **24.03.2023**.

The shareholders representation in the general meetings by other persons can also be made on the basis of 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 extended electronic signature, according to Law no. 455/2001 *on the electronic signature*, so that they are received by the Company until **21.04.2023**, 02:00 p.m., under the sanction of losing the right to vote through the authorized representative in the general meetings convened by 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 **21.04.2023**, 02:00 p.m.

The special/general powers of attorney bearing a later date (registered with the Company until 21.04.2023, 02:00 p.m.) have as an effect the revocation of the previously issued powers of attorney.

(v) Attending the General Meetings of Shareholders. The natural persons are permitted to attend the meeting by simply demonstrating 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 III 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.

VI. Shareholders' questions. Each shareholder has the right to ask questions regarding the items on the agenda of the General Meetings of Shareholders, until **21.04.2023**, 10:00 a.m. The Company may answer the questions also by posting the answer on its website, under the "FAQ" section or during the general meetings, 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 455/2001 *on electronic signature*), clearly referenced „*For the EGMS/OGMS of 24/25.04.2023*”.

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

Radu-Claudiu ROȘCA
Executive President

Compliance Director
Mihaela-Corina Stoica