



# Transilvania Investments

No. 2383/05.04.2023

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: 05.04.2023

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: Supplementation of the EGMS agenda of April 24(25), 2023

Considering the convening of the Extraordinary General Meeting of Shareholders on April 24(25), 2023, with the agenda presented in the Current Report no. 1893/20.03.2023 and the request to supplement the E.G.M.S. agenda, submitted by BT Asset Management SAI S.A., manager of Fondul Deschis de Investiții BT Maxim and Fondul de Investiții Alternative cu capital privat BT Invest 1, shareholders owning 9.81% of the share capital, the Company's Executive Board, gathered in the meeting of 05.04.2023, decided to supplement the agenda of the Extraordinary General Meeting of Shareholders convened on April 24(25), 2023, as follows:

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

headquartered in Brasov, 2 Nicolae Iorga Street, Brasov County ( "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 ("the Company"), upon the request to supplement the agenda, submitted by BT Asset Management SAI S.A., manager of Fondul Deschis de Investiții BT Maxim and Fondul de Investiții Alternative cu capital privat BT Invest 1, shareholders owning 9.81% of the share capital, under art. 117<sup>1</sup> of Law 31/1990, art. 105 of Law 24/2017 and the F.S.A. Regulation 5/2018, hereby supplements the agenda of the Extraordinary General Meeting of Shareholders convened on April 24(25), 2023 according to the convening notice published in the Official Gazette of Romania, Part IV no. 1342/21.03.2023, in the national newspaper „Ziarul Financiar” and in the local newspaper „Transilvania Express” on 21.03.2023 and on the Company's website: [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro).

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CUJ/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:  
PJR09FAIR/080006

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

The proposal to supplement the agenda of the Extraordinary General Meeting of Shareholders is presented in item 2.B. of the supplemented agenda published below.

The Extraordinary General Meeting of Shareholders, convened on April 24(25), 2023, 10:00 a.m., that will be held in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel – the Europe Hall and to which the shareholders registered in the Shareholders' Register at the end of 07.04.2023 are entitled to attend and vote, will have the following **supplemented 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. **A. [Option no. 1 – proposal of the Executive Board]** 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.
2. **B. [Option no. 2 – proposal of the group of shareholders]** Approval of two buy-back programmes of the Company's own shares, in compliance with the applicable legal provisions, under the following conditions:
  - (i) *cumulative size of the programmes* - 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 each 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 two programmes*, in the following order:
    - I. maximum 12,000,000 shares, in order to reduce the share capital, by cancelling the bought-back shares;
    - II. maximum 8,000,000 shares, for free distribution 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;
  - (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 Roșca – Executive President to sign the Resolution of the Extraordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

The supplemented agenda of the general meeting, the forms of special power of attorney and ballot papers and the EGMS draft resolutions will be available starting on 06.04.2023 on the Company's website: [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), under the „EGMS April 2023” section and at the Company's headquarters.

The other provisions regarding the organizing and conducting of the EGMS, included in the initial convening notice, remain unchanged.

**Radu-Claudiu ROȘCA**  
**Executive President**

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