



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: 24.04.2023

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: EGMS and OGMS Resolutions of April 24, 2023

I. The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on April 24(25), 2023, took place on the first convening date, April 24, 2023, 10:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 83 shareholders attended the meeting in person, through representative and voted by correspondence (including by electronic means), holding 980,488,069 voting shares, representing 45.62% of the total voting shares of the company's share capital (total voting shares – 2,149,192,520, representing 99.3872% 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 April 24, 2023**

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 24(25), 2023, drawn up for the meeting works which took place on the first convening date, considering the supplemented agenda, as it was published in the Official Gazette of Romania-Part IV no. 1620/06.04.2023, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Expres" on 06.04.2023 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 45.62% of the voting rights, votes expressed 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,

DECIDES:

Art. 1 - Approval of the 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.

This article was approved with 980,249,893 votes "for", representing 99.97% of the total votes held by the shareholders who attended the meeting in person, through representative and those who voted by correspondence, respectively 99.99% of the total votes cast. A number of 980,314,893 valid votes were cast for this article, representing 45.61% of the total number of the voting shares and were distributed as follows: 980,249,893 votes "for" and 65,000 votes "against". A number of 12,296 abstentions were registered for this article.

Art. 2 - 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.

This article was approved with 683,927,279 votes "for", representing 69.75% of the total votes held by the shareholders who attended the meeting in person, through representative and those who voted by correspondence, respectively 70.92% of the total votes cast. A number of 944,917,739 valid votes were cast for this article, representing 43.96% of the total number of the voting shares and were distributed as follows: 683,927,279 votes "for" and 260,990,460 votes "against". A number of 18,744,929 abstentions were registered for this article.

Art. 3 - Approval of the 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.

This article was approved with 980,315,093 votes "for", representing 99.98% of the total votes held by the shareholders who attended the meeting in person, through representative and those who voted by correspondence, respectively 100.00% of the total votes cast. A number of 980,327,189 valid votes were cast for this article, representing 45.61% of the total number of the voting shares and were distributed as follows: 980,315,093 votes "for" and 12,096 votes "against".

II. The Ordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on April 24(25), 2023, took place on the first convening date, April 24, 2023, 11:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 82 shareholders attended the meeting in person, through representative and voted by correspondence (including by electronic means), holding 980,445,744 voting shares, representing 45.62% of the total voting shares of the company's share capital (total voting shares – 2,149,192,520, representing 99.3872% 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 April 24, 2023**

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 24, 2023, 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. 1342/21.03.2023, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Expres" on 21.03.2023 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 45.62% of the voting rights, votes expressed 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 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.

This article was approved with 980,303,048 votes "for", representing 99.99% of the total votes cast. A number of 980,429,548 valid votes were cast for this article, representing 45.61% of the total number of the voting shares and were distributed as follows: 980,303,048 votes "for" and 126,500 votes "against". A number of 16,196 abstentions were registered for this article.

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 2022, based on the reports presented by the Executive Board, the Supervisory Board and the Financial Auditor, including the remuneration report for the year 2022.

This article was approved with 960,046,583 votes "for", representing 97.92% of the total votes cast. A number of 980,437,812 valid votes were cast for this article, representing 45.61% of the total number of the voting shares and were distributed as follows: 960,046,583 votes "for" and 20,391,229 votes "against". A number of 7,932 abstentions were registered for this article.

Art. 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.

This article was approved with 980.419.516 votes "for", representing 100% of the total votes cast. A number of 980,435,644 valid votes were cast for this article, representing 45.61% of the total number of the voting shares and were distributed as follows: 980,419,516 votes "for" and 16,128 votes "against". A number of 10,100 abstentions were registered for this article.

Art. 4 – Approval of the 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.

This article was approved with 944,494,009 votes “for”, representing 96.52% of the total votes cast. A number of 978,571,648 valid votes were cast for this article, representing 45.53% of the total number of the voting shares and were distributed as follows: 944,494,009 votes “for” and 34,077,639 votes “against”. A number of 1,874,096 abstentions were registered for this article.

Art. 5 – Approval of the liability discharge of the Supervisory Board members for the activity performed in the financial year 2022.

This article was approved with 946,526,992 votes “for”, representing 96.54% of the total votes cast. A number of 980,433,548 valid votes were cast for this article, representing 45.61% of the total number of the voting shares and were distributed as follows: 946,526,992 votes “for” and 33,906,556 votes “against”. A number of 12,196 abstentions were registered for this article.

Art. 6 – Approval of the liability discharge of the Executive Board members for the activity performed in the financial year 2022.

This article was approved with 942,708,069 votes “for”, representing 96.15% of the total votes cast. A number of 976,614,625 valid votes were cast for this article, representing 45.44% of the total number of the voting shares and were distributed as follows: 942,708,069 votes “for” and 33,906,556 votes “against”. A number of 12.196 abstentions were registered for this article.

Art. 7 – Approval of the revenue and expenditure budget for the financial year 2023.

This article was approved with 720,443,877 votes “for”, representing 73.48% of the total votes cast. A number of 976,614,625 valid votes were cast for this article, representing 45.44% of the total number of the voting shares and were distributed as follows: 720,443,877 votes “for” and 256,170,748 votes “against”. A number of 12,196 abstentions were registered for this article.

Art. 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*.

This article was approved with 976.610.725 votes “for”, representing 99.61% of the total votes cast. A number of 976,622,821 valid votes were cast for this article, representing 45.44% of the total number of the voting shares and were distributed as follows: 976,610,725 votes “for” and 12,096 votes “against”. A number of 4,000 abstentions were registered for this article.

Art. 9 – Approval of the authorization of Mr. Radu-Claudiu Roșca, 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 976,606,793 votes “for”, representing 99.61% of the total votes cast. A number of 976,618,889 valid votes were cast for this article, representing 45.44% of the total number of the voting shares and were distributed as follows: 976,606,793 votes “for” and 12,096 votes “against”. A number of 7,932 abstentions were registered for this article.

Radu-Claudiu ROȘCA
Executive President

Compliance Officer
Mihaela-Corina Stoica