



# Transilvania Investments

No. 4143/20.06.2023

**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: 20.06.2023

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: Information document regarding the free allotment of shares to the identified personnel, in accordance with the Remuneration Policy**

Transilvania Investments Alliance S.A. informs the investors regarding the free allotment of 12,000,000 own shares to the identified personnel, namely employees and members of the management bodies of the Company, representing the initial component of 60% of the variable remuneration afferent to the year 2022, in accordance with the Remuneration policy in force. The difference of 40%, subject to deferral, will be allotted subsequently and will be subject to a new information document.

In this respect, the Company publishes the *Information document regarding the free allotment of shares to the identified personnel of Transilvania Investments Alliance S.A.* (attached), drawn up in accordance with Chapter I, art. 1 para. (4) letter i) of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

**Radu-Claudiu ROȘCA**  
Executive President

**Compliance Officer**  
**Mihaela-Corina Stoica**

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Transilvania Investments  
Alliance S.A.

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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. Brașov:  
RO08 RNCB 0053 0085 8144 0001

Societate administrată în sistem dualist



# Transilvania Investments

## INFORMATION DOCUMENT REGARDING THE FREE ALLOTMENT OF SHARES TO THE IDENTIFIED PERSONNEL OF TRANSILVANIA INVESTMENTS ALLIANCE S.A.

12,000,000 shares, representing 0.5549% of the share capital

(Information document according to art. 1 para. (4) letter i) of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC)

### I. Information on the issuer

Company name	Transilvania Investments Alliance S.A. (Transilvania Investments or the Company hereinafter)
Registered office	Braşov, Nicolae Iorga Street 2, Postal Code 500057
Email	office@transilvaniainvestments.ro
Website	www.transilvaniainvestments.ro
Sole Registration Code	3047687
Tax Registration Code	RO3047687
Trade Registration Number	J08/3306/1992
Registered with F.S.A. Register - Section 8 - Alternative Investment Fund Managers	Subsection Alternative Investment Fund Managers authorized by F.S.A. (A.I.F.M.A.A.) - under no. PJR07 <sup>1</sup> AFIAA/080005
Registered with F.S.A. Register - Section 9 - Alternative Investment Funds	Subsection Alternative Investment Funds dedicated to retail investors and established in Romania (F.I.A.I.R.) - under no. PJR09FIAIR/080006
Subscribed and paid-up share capital	RON 216,244,379.70
Number of shares issued	2,162,443,797
Main characteristics of the securities issued by the company	Ordinary, registered, indivisible, of equal value and dematerialized, issued at the nominal value of RON 0.10/share
Regulated market on which the issued securities are traded	Bucharest Stock Exchange, Main Segment, Premium Category (market symbol: TRANSI)

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Societate administrată în sistem dualist

Transilvania Investments Alliance (hereinafter referred to as the *Company* or *Transilvania Investments*) is a Romanian legal entity, set up as a joint-stock company (S.A.). The Company is listed on the Bucharest Stock Exchange, the trading of the shares issued by the Company being subject to the rules applicable to the regulated market and closed-end alternative investment funds.

Transilvania Investments is a closed-end Retail Investor Alternative Investment Fund (R.I.A.I.F.), diversified, established as an investment company, self-managed. At the same time, the Company is authorized as an Alternative Investment Fund Manager (A.I.F.M.).

## II. Information on the number and nature of the allotted securities

The Company allots free of charge 12,000,000 shares of the same class, namely registered, ordinary, dematerialized and unencumbered shares issued by the Company, with a nominal value of RON 0.1 each, representing 0.5549% of the share capital, to the identified personnel who have exercised their options. The allotted shares represent the initial component of 60% of the variable remuneration afferent to the year 2022, in accordance with the Remuneration policy in force. The difference of 40%, subject to deferral, will be allotted subsequently and will be subject of a new information document.

## III. Decisional documents

Through the EGMS Resolution no. 1 of 28.04.2022, the shareholders approved a share buy-back program for a maximum of 20,000,000 shares, with a nominal value of RON 0.10 /share, representing 0.92487% of the share capital, at a maximum price of RON 0.49 /share, the purpose of the program being the free distribution of the bought-back shares to the identified personnel within a Stock Option Plan program, in accordance with the remuneration policy approved at the Company level and the mandating of the Executive Board to carry out the said resolution.

In accordance with the remuneration policy, identified staff means the staff categories, including senior management, risk takers, control functions and any employee receiving a total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on the risk profile of the Company.

The shares which are subject of this information document have been acquired by the Company through buy-back transactions carried out at the Bucharest Stock Exchange, through BT Capital Partners, as follows:

- 10,000,000 shares, acquired under the first stage of the buy-back program run during 18.08.2022-06.12.2022 and
- 2,000,000 shares, acquired under the second stage of the buy-back program initiated on 09.01.2023 and which will unfold until 16.11.2023 the latest.

The rules for establishing the persons entitled to benefit of the plan, the deadline by which they can exercise their option, the eligibility conditions and the number of shares granted, as well as their possible limitations, were established by the Company's Management, in accordance with the *Incentive and Reward Plan of the identified personnel by granting free shares ("Stock Option Plan") for the year 2022*, approved by the Company's Executive Board on 11.05.2022.

At the same time, the following recommendations and resolutions have been considered: the recommendation of the Remuneration Committee of 27.02.2023 and the Resolution of the Supervisory Board nr. 3/28.02.2023, the recommendation of the Remuneration Committee of 20.03.2023 and the Resolution of the Supervisory Board nr. 6/21.03.2023, the resolutions of the Executive Board of 08.06.2023 and the OGMS Resolution no. 1/24.04.2023 on the approval of the variable remunerations of the members of the Supervisory Board for 2022/2023, according to the remuneration policy.

#### **IV. Reasons for the allotment of shares**

The implementation of a Stock Option Plan program is provided for by the Company's Remuneration Policy which is one of the instruments used to implement the Corporate Governance principles within the Company.

According to the Remuneration policy applicable to the Incentive and Reward Plan of the identified personnel for the year 2022, the identified personnel have the right to receive a variable remuneration in the form of shares issued by the Company, within Stock Option Plan (S.O.P.) programs, approved annually by the company's shareholders, in compliance with the legal provisions in force regarding variable remuneration within A.I.F.M.

The vesting is conditioned by the cumulative fulfillment of certain criteria. The vesting criteria consist of individual performance and eligibility criteria and criteria related to the entity's performance.

The allotment of the shares subject of this document is based on the EGMS Resolution no. 1 of 28.04.2022 by which the shareholders approved a buy-back program for a maximum number of 20,000,000 shares, with a nominal value of RON 0.10 /share, representing 0.92487% of the share capital, in order to be distributed, free of charge, to the members of the Supervisory Board, the Executive Board and the identified personnel, within a Stock Option Plan program.

#### **V. Information on the allotment of shares**

##### **V.1. Description of the type and class of securities allotted**

The shares allotted are of the same class, namely ordinary, registered, indivisible, of equal value and dematerialized, issued at the nominal value of RON 0.10/share and traded on the Bucharest Stock Exchange, under the Premium category.

##### **V.2. Share subscription period**

According to the Incentive and Reward Plan of the identified personnel („Stock Option Plan”) for the year 2022, the Subscription period means the 5-day period of time from the expiry date of the Vesting Period, during which the Beneficiary can exercise their subscription option, under the terms of the Plan. Vesting means the one-year period starting from the date of the Letter of grant.

The transfer of the ownership right over the shares, from the Company to the beneficiaries, will be carried out after the fulfillment of all the conditions required for such transfer and after sending to Depozitarul Central this information document and the documents related to the transfer, in accordance with the legislation in force.

### V.3. Subscription price

Based on the decision of the Executive Board, the free allotment of 12,000,000 shares within the Incentive and Reward Plan of the identified personnel („Stock Option Plan”) for the year 2022 was approved. The price in exchange for which the grantable shares can be acquired in accordance with the provisions of the Plan and the Letter of Grant is RON 0 /share.

#### **Transilvania Investments Alliance EXECUTIVE BOARD**

**Radu-Claudiu ROȘCA**  
Executive President

**Theo-Dorian BUFTEA**  
Executive Vice-President

**Stela CORPACIAN**  
Executive Vice-President