



# Transilvania Investments

No. 2678 /22.04.2024

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: 22.04.2024

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 22, 2024**

**I. The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance**, convened on April 22(23), 2024, took place on the first convening date, April 22, 2024, 10:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 57 shareholders attended the meeting in person, through representative and voted by correspondence (including by electronic means), holding 701,308,986 voting shares, representing 32.58% of the total voting shares of the company's share capital (total voting shares – 2,152,502,797, representing 99.5403% 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 22, 2024**

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 22(23), 2024, 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. 1220/11.03.2024, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Expres" on 11.03.2024 and on the Company's website [www.transilvaniainvestments.ro](http://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 32.58% of the voting rights, votes cast 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,

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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

Societate administrată în sistem dualist

## 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 701,221,954 votes "in favor", representing 99.99% of the total votes held by the shareholders who attended the meeting in person, through representative and those who voted by correspondence, namely 100.00 % of the total votes cast. A number of 701,221,954 valid votes were cast for this article, representing 32.58 % of the total number of the voting shares and were distributed as follows: 701.221.954 votes "in favor" and 0 votes "against". A number of 78,000 abstentions were registered for this article.*

**Art. 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 34,003,797 shares with a nominal value of RON 0.10/share, representing 1.5724% of the share capital.
- (ii) *share acquisition price* - 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 0.50/share.
- (iii) *validity 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 bought-back shares* - from the available reserves (except for legal reserves), recorded in the last approved annual financial statements.
- (v) *purpose of the programme* – in the following order:
  - 1) maximum 24,003,797 shares, for the purpose of reducing the share capital, by cancelling the bought-back shares;
  - 2) maximum 10,000,000 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, and
- (vi) mandating the Executive Board to carry out this resolution.

*This article was approved with 694,809,577 votes "in favor", representing 99.07 % of the total votes held by the shareholders who attended the meeting in person, through representative and those who voted by correspondence, namely 99.08 % of the total votes cast. A number of 701,292,122 valid votes were cast for this article, representing 32.58% of the total number of the voting shares and were distributed as follows: 694,809,577 votes "in favor" and 6,482,545 votes "against". A number of 7,832 abstentions were registered for this article.*

**Art. 3** - Approval of the authorization of Mr. Mihai BULIGA 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 701,216,510 votes "in favor", representing 99.99% of the total votes held by the shareholders who attended the meeting in person, through representative and those who voted by correspondence, namely 99.99 % of the total votes cast. A number of 701,294,510 valid votes were cast for this article, representing 32.58 % of the total number of the voting shares and were distributed as follows: 701,216,510 votes "in favor" and 78,000 votes "against". A number of 5,444 abstentions were registered for this article.*

**II. The Ordinary General Meeting of Shareholders of Transilvania Investments Alliance**, convened on April 22(23), 2024, took place on the first convening date, April 22, 2024, 11:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 57 shareholders attended the meeting in person, through representative and voted by correspondence (including by electronic means), holding 701,492,454 voting shares, representing 32.59% of the total voting shares of the company's share capital (total voting shares – 2,152,502,797, representing 99.5403% 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 22, 2024**

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 22, 2024, 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. 1220/11.03.2024, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Express" on 11.03.2024 and on the Company's website [www.transilvaniainvestments.ro](http://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 32.59% 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 701,156,644 votes "in favor", representing 99.99 % of the total votes cast. A number of 701,234,644 valid votes were cast for this article, representing 32.58 % of the total number of the voting shares and were distributed as follows: 701,156,644 votes "in favor" and 78,000 votes "against". A number of 0 abstentions were registered for this article and 4,000 votes were void.*

**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 2023, based on the reports presented by the Executive Board, the Supervisory Board and the Financial Auditor, including the remuneration report for the year 2023.

*This article was approved with 695,808,996 votes "in favor", representing 99.60% of the total votes cast. A number of 698,630,712 valid votes were cast for this article, representing 32.46% of the total number of the voting shares and were distributed as follows: 695,808,996 votes "in favor" and 2,821,716 votes "against". A number of 2,603,932 abstentions were registered for this article and 4,000 votes were void.*

**Art. 3** – Approval of the distribution of the net profit recorded in the financial year 2023 and setting of the gross dividend per share at RON 0.015/share.

*This article was approved with 699,376,580 votes “ in favor”, representing 99.9995 % of the total votes cast. A number of 699,376,580 valid votes were cast for this article, representing 32.49 % of the total number of the voting shares and were distributed as follows: 699,376,580 votes “ in favor” and 0 votes “against”. A number of 1,858,064 abstentions were registered for this article and 4,000 votes were void.*

**Art. 4** – Approval of the monthly remuneration of the Supervisory Board members, as follows: 2.43 average gross salaries per Company for each member of the Board, 2.84 average gross salaries per Company for the Deputy Chairman and 3.56 average gross salaries per Company for the Chairman. The average gross salary, based on which the remuneration of the Supervisory Board members is calculated, is the one recorded in the last month of 2023.

*This article was approved with 693,625,477 votes “ in favor”, representing 99.55 % of the total votes cast. A number of 696,780,744 valid votes were cast for this article, representing 32.37% of the total number of the voting shares and were distributed as follows: 693,625,477 votes “ in favor” and 3,155,267 votes “against”. A number of 4,453,900 abstentions were registered for this article and 4,000 votes were void.*

**Art. 5** – Approval of the Transilvania Investments Alliance’s 2024-2028 Strategy.

*This article was approved with 698,547,168 votes “ in favor”, representing 99.99% of the total votes cast. A number of 696,780,744 valid votes were cast for this article, representing 32.46 % of the total number of the voting shares and were distributed as follows: 698,547,168 votes “ in favor” and 78,000 votes “against”. A number of 2,605,444 abstentions were registered for this article and 8,032 votes were void.*

**Art. 6** – Approval of the Transilvania Investments Alliance’s 2024-2028 Investment Policy Statement.

*This article was approved with 698,551,200 votes “ in favor”, representing 99.99 % of the total votes cast. A number of 698,629,200 valid votes were cast for this article, representing 32.46 % of the total number of the voting shares and were distributed as follows: 698,551,200 votes “ in favor” and 78,000 votes “against”. A number of 2,605,444 abstentions were registered for this article and 4,000 votes were void.*

**Art. 7** – Approval of the Transilvania Investments Alliance’s 2024-2028 Remuneration Policy.

*This article was approved with 692,616,605 votes “ in favor”, representing 99.58% of the total votes cast. A number of 695,450,497 valid votes were cast for this article, representing 32.31 % of the total number of the voting shares and were distributed as follows: 692,616,605 votes “ in favor” and 2,833,892 votes “against”. A number of 5,676,955 abstentions were registered for this article and 111,192 votes were void.*

**Art. 8** – Approval of the liability discharge of the Supervisory Board members for the activity performed in the financial year 2023.

*This article was approved with 692,631,301 votes “ in favor”, representing 99.58 % of the total votes cast. A number of 695,454,529 valid votes were cast for this article, representing 32.31 % of the total number of the voting shares and were distributed as follows: 692,631,301 votes “ in favor” and 2,823,228 votes “against”. A number of 5,672,923 abstentions were registered for this article and 111,192 votes were void.*

**Art. 9** – Approval of the liability discharge of the Executive Board members for the activity performed in the financial year 2023.

*This article was approved with 692,631,301 votes “ in favor”, representing 99.14 % of the total votes cast. A number of 698,519,620 valid votes were cast for this article, representing 32.45% of the total*

number of the voting shares and were distributed as follows: 692,631,301 votes “ in favor” and 5,888,319 votes “against”. A number of 2,607,832 abstentions were registered for this article and 111,192 votes were void.

**Art. 10** – Approval of the revenue and expenditure budget for the financial year 2024.

*This article was approved with 698,445,520 votes “ in favor”, representing 99.97 % of the total votes cast. A number of 698,523,520 valid votes were cast for this article, representing 32.45 % of the total number of the voting shares and were distributed as follows: 698,445,520 votes “ in favor” and 78,000 votes “against”. A number of 2,603,932 abstentions were registered for this article and 111,192 votes were void.*

**Art. 11** – Approval of the election of Mr. Bozgan Horia-Cătălin and Mr. Turcu Vasile-Cosmin as members of the Supervisory Board of the company, for a mandate between the date of authorization by the Financial Supervisory Authority of the new members of the Supervisory Board and 19.04.2025, the expiry date of the current mandate of the Board.

*The election of Mr. Bozgan Horia-Cătălin was approved with 696,562,896 votes “in favor”, representing 99.60 % of the total votes cast. A number of 699,384,612 valid votes were cast for this candidate, representing 32.49% of the total number of the voting shares and were distributed as follows: 696,562,896 votes “ in favor” and 2,821,716 votes “against”. A number of 1,854,032 abstentions were registered for this candidate.*

*The election of Mr. Turcu Vasile-Cosmin was approved with 696,558,964 votes “ in favor”, representing 99.60 % of the total votes cast. A number of 699,384,612 valid votes were cast for this candidate, representing 32.49 % of the total number of the voting shares and were distributed as follows: 696,558,964 votes “ in favor” and 2,825,648 votes “against”. A number of 1,854,032 abstentions were registered for this candidate.*

**Art. 12** – Approval of **01.07.2024** as the *record date (ex-date 28.06.2024)*, 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 **22.07.2024** as the *payment date*..

*This article was approved with 701,127,452 votes “ in favor”, representing 99.98 % of the total votes cast. A number of 701,127,452 valid votes were cast for this article, representing 32.57 % of the total number of the voting shares and were distributed as follows: 701,127,452 votes “ in favor” and 0 votes “against”. A number of 0 abstentions were registered for this article and 111,192 votes were void.*

**Art. 13** – Approval of the authorization of Mr. Mihai BULIGA 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 701,123,520 votes “ in favor”, representing 99.98 % of the total votes cast. A number of 701,123,520 valid votes were cast for this article, representing 32.57 % of the total number of the voting shares and were distributed as follows: 701,123,520 votes “ in favor” and 0 votes “against”. A number of 3,932 abstentions were registered for this article and 111,192 votes were void.*

**Răzvan-Legian RAȚ**  
Executive Vice-President

**Compliance Officer**  
Mihaela-Corina STOICA