



Transilvania Investments

No. 4140/25.06.2024

**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: 25.06.2024

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: Supplementation of the EGMS agenda

Considering the convening of the Extraordinary General Meeting of Shareholders on July 11(12), 2024, with the agenda presented in the Current Report no. 3754/07.06.2024 and the request to supplement the meeting agenda, submitted on 25.06.2024 by Mamaia North Investments S.A., Consulting & Construction Investments S.A., Alexa Business & Investments S.R.L., Arion Irina-Elena and Cociu Maria-Alexandra, shareholders holding together 6.0018% of the share capital of Transilvania Investments Alliance S.A., request available on the Company's website www.transilvaniainvestments.ro, in the *EGMS July 2024* section, the Company's Executive Board, gathered in the meeting of 25.06.2024, decided to supplement the agenda of the Extraordinary General Meeting of Shareholders convened on July 11(12), 2024, as follows:

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*"), upon the request to supplement the agenda, submitted by Mamaia North Investments S.A., Consulting & Construction Investments S.A., Alexa Business & Investments S.R.L., Arion Irina-Elena and Cociu Maria-Alexandra, shareholders of Transilvania Investments Alliance S.A. holding together 6.0018% of the share capital of the Company, under art. 117¹ of Law 31/1990, art. 105 of Law 24/2017

Pag. 1/3

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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

and the F.S.A. Regulation 5/2018, hereby supplements the agenda of the Extraordinary General Meeting of Shareholders convened on July 11(12), 2024 according to the convening notice published in the Official Gazette of Romania, Part IV no. 2823/10.06.2024, in the national newspaper „Ziarul Financiar” and in the local newspaper „Transilvania Express” on 10.06.2024 and on the Company’s website: www.transilvaniainvestments.ro.

The proposal to supplement the agenda of the Extraordinary General Meeting of Shareholders is presented under item 4 of the supplemented and renumbered agenda published below.

The Extraordinary General Meeting of Shareholders, convened on July 11(12), 2024, 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 Shareholder Register at the end of 28.06.2024, set as the reference day, are entitled to attend and vote, will have the following **supplemented agenda**:

1. Election of the meeting secretariat comprising 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 casted during the general meeting and drafting the meeting minutes.
2. Approval to sell the stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A. to the bidders who submitted the purchase proposal, namely Mamaia North Investments S.A., Consulting & Constructions Investments S.A., Alexa Business & Investments S.R.L., Arion Irina Elena, Cociu Maria-Alexandra, according to the following contractual terms:
 - a. The object of the transaction shall comprise of the entire stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A, in compliance with the ‘all or nothing’ condition;
 - b. The minimum price for the sale of the stake shall amount to RON 90,261,555;
 - c. The payment of the minimum price shall be guaranteed by a collateral comprising of 129,785,817 TRANSI – Transilvania Investments Alliance S.A. shares, based on a collateral security agreement for a minimum amount equal to the transaction value. The shares shall be pledged as collateral using the Company's net asset value for valuation, calculated for the most recent date for which financial data is available.
3. Approval to sell the stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A. (herein referred to as “the Transaction”), according to the following terms:
 - a. The object of the Transaction shall comprise of the entire stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A, in compliance with the ‘all or nothing’ condition;
 - b. The minimum price for the sale of the stake object of the Transaction shall amount to RON 94,340,178.50, determined on the basis of an evaluation report drawn up by an independent valuator, and the transfer of ownership of the stake object of the Transaction shall take place upon the collection of the full price;
 - c. The Transaction shall be carried out within a competitive process;
 - d. The Executive Board shall have the power and authority to issue any decision and to fulfil all the necessary, useful and/or appropriate legal acts for carrying out the resolutions to be adopted by the EGMS with respect to the Transaction.
4. Approval to sell the stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A., according to the following contractual terms:

- a. The object of the transaction shall comprise of the entire stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A, in compliance with the 'all or nothing' condition;
 - b. The minimum price for the sale of the stake shall amount to RON 112,000,000;
 - c. The payment of the minimum price shall be guaranteed by a collateral comprising of 129,785,817 TRANSI – Transilvania Investments Alliance S.A. shares, based on a collateral security agreement for a minimum amount equal to the transaction value. The shares shall be pledged as collateral using the Company's net asset value for valuation, calculated for the most recent date for which financial data is available.
 - d. The transfer of ownership shall be made after the signing of the collateral security agreement, on the date of registration with Depozitarul Central SA of the collateral comprising of TRANSI shares;
 - e. The transaction shall be carried out under competitive conditions, which to cumulatively comply with letters a, b and c, respectively the "all or nothing" condition, the price condition and the condition of establishing a collateral comprising of TRANSI shares for the entire amount offered for the payment of shares. Should one of the competitors (TRANSI shareholder or group of TRANSI shareholders) offers a higher price and a collateral comprising of a larger number of TRANSI shares, the other competitors shall be informed and given the opportunity to increase their offer. The winner shall be the shareholder or group of shareholders that offers the highest price cumulative with the highest collateral comprising of TRANSI shares.
5. Approval for authorizing the members of the Executive Board of Transilvania Investments Alliance S.A. to fulfil the necessary formalities for carrying out the EGMS resolution.
 6. Authorization of Mr. Răzvan Legian Raț, member of the Executive Board, to sign the EGMS Resolution and to fulfil the formalities for the registration and publication thereof.

In the case of the vote related to items 2, 3 and 4 on the supplemented agenda, casting the vote "For" on one of these three items implies the vote "Against" or "Abstain" on the other two items. Otherwise, the vote "For" cast on two or all the three items, namely items 2, 3 and 4 on the agenda, will lead to the cancellation of all the votes cast in respect to these items.

Following the supplementation of the agenda with item 4 and the renumbering of the items on the agenda, we mention that items 1, 2, 4, 5 and 6 were listed on the agenda at the request of the group of shareholders presented above who hold 6.0018% of the share capital, and item 3 on the agenda was listed at the initiative of the Company's Executive Board.

The supplemented agenda of the general meeting, the forms of special power of attorney and ballot papers, the EGMS draft resolutions and the information documents will be available starting on 27.06.2024 on the Company's website: www.transilvaniainvestments.ro, under the „EGMS July 2024” 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.

Răzvan Legian Raț
Executive Vice-President

Mihaela-Corina Stoica
Compliance Director