



# Transilvania Investments

No. 3754/07.06.2024

**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: 07.06.2024

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: Convening of the Extraordinary General Meeting of Shareholders

The Company's Executive Board decided in the meeting of 06.06.2024 to convene the **Extraordinary General Meeting of Shareholders**, in accordance with the following convening notice:

#### 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*"), hereby convenes the Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") on **11.07.2024, 10:00 a.m.**

The EGMS works will take place in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel – the Europe Hall. Should the validity conditions be not met on the first convening date, the EGMS is convened on **12.07.2024**, with the same agenda and at the same venue and time.

The convening is carried out upon the request of the shareholders Mamaia North Investments S.A., Consulting & Constructions Investments S.A., Alexa Business & Investments S.R.L., Mrs Irina-Elena Arion and Mrs Maria-Alexandra Cociu, who hold together 6.0018% of the share capital of the Company, in compliance with the provisions of Law 24/2017 *on issuers of financial instruments and market operations* (hereinafter referred to as "Law 24/2017"), the F.S.A. regulations issued for the

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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

enforcement of the above-mentioned law, Law 31/1990 *on companies*, republished, as further amended and supplemented (hereinafter referred to as "Law 31/1990") and the Company's Articles of Incorporation.

The Company's share capital consists of 2,162,443,797 registered and indivisible shares of equal value, issued in a dematerialized form, each share granting the right to one vote in the general meeting of shareholders, except for the own shares bought-back by the Company which have the voting right suspended, according to art. 105, para. (2) of Law 31/1990. The Company is currently running a share buy-back programme, based on the EGMS Resolution no. 1/24.04.2023; on the date of this convening notice, the Company holds 19,350,000 own shares which, together with the shares to be bought-back until the reference date, will have the voting rights suspended. The Company will publish the number of voting rights as at the reference date, on its website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), in the section "*EGMS July 2024*".

The shareholders entitled to attend and vote in the general meeting of shareholders are the shareholders who will be registered in the Shareholder Register at the end of **28.06.2024**, set as the reference date for this general meeting.

**I. The Extraordinary General Meeting of Shareholders will have the following 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 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.
  5. 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.

Items 1, 2, 4 and 5 on the agenda have been 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 is listed at the initiative of the Company's Executive Board.

In the case of the vote related to items 2 and 3 on the agenda, the exercise of the vote "For" on one of these two items implies the vote "Against" or "Abstention" on the other item. Otherwise, the vote "For" expressed for both items, respectively for items 2 and 3, shall be cancelled.

## **II. Adding new items to the EGMS agenda. Requirements. Deadline.**

In accordance with article 105 of Law 24/2017, one or more shareholders individually or jointly representing at least 5% of the share capital, has/have the right: **(i)** to add items to the agenda of the general meeting, provided that each item is accompanied by a justification or by a draft resolution proposed for approval of the general meeting and **(ii)** to present draft resolutions for the items added or proposed to be added to the agenda of the general meeting.

The shareholders' request to supplement the agenda shall include provisions that fall within the legal duties of the EGMS and fulfil the following conditions:

- (i)** the request shall be made only in written, until **25.06.2024, 10:00 a.m.**, by submitting the original documents to the Company's headquarters or by sending them by e-mail at [office@transilvaniainvestments.ro](mailto:office@transilvaniainvestments.ro) with extended electronic signature (according to Law 455/2001 *on electronic signature*);
- (ii)** the capacity as shareholder, in the case of natural persons and the capacity as legal representative, in the case of legal entities or entities without legal personality shall be ascertained based on the List of shareholders received by the Company from Depozitarul Central S.A. or based on the documents issued by Depozitarul Central S.A. or by the participants providing custody services, respectively the account statement indicating the capacity as shareholder and the number of shares held and the documents attesting the registration of the information regarding the legal representative with Depozitarul Central S.A. or with the respective participants, as the case may be;
- (iii)** each new item proposed to be added to the agenda shall be accompanied by a justification or by a draft resolution submitted to the EGMS for approval.

Should the exercise of the right to add new items to the agenda determine the change of the EGMS agenda that has already been communicated to shareholders, the Company will make available a new agenda using the same procedure as the one used in respect to the initial agenda, before the reference date set for this EGMS, in such a way that the entitled shareholders are notified of this change.

The documents submitted by shareholders in a foreign language (except for identity documents and documents drafted in English) shall be accompanied by a translation into Romanian or English carried out by a certified translator.

### III. Documents pertaining to the Extraordinary General Meeting of Shareholders

Starting on **10.06.2024**, the Company will make available, at its headquarters and on its website, under the "EGMS July 2024" section, the convening request for the general meeting of shareholders, the draft resolutions, the supporting document regarding the sale of the stake held by Nova Tourism Consortium S.A. in Hoteluri Restaurante Sud S.A. and the procedure for voting by proxy and by correspondence, including by electronic means.

The shareholders may obtain from the Company's headquarters, upon request and for a fee, copies of the documents pertaining to the items included on the agenda, or they can print them from the Company's website.

### IV. Voting by correspondence. Powers of attorney. Attending the EGMS.

The shareholders registered in the Shareholder Register on the reference date may attend the EGMS in person or may be represented by other persons, based on a special or general power of attorney, or they may vote by correspondence or by electronic means, in accordance with the procedures to be published on the Company's website, under the "EGMS July 2024" section.

**(i) Voting by correspondence.** The shareholders registered in the Shareholder Register on the reference date may vote by correspondence before the general meeting by using *ballot papers* forms, in accordance with article 105 of Law 24/2017.

The ballot papers forms will be available at the Company's headquarters and on its website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), under the "EGMS July 2024" section, starting on **10.06.2024**.

The shareholders registered in the Shareholder Register on the reference date may also vote before the general meeting by electronic means until **10.07.2024**, 2:00 p.m., by accessing the Company's website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), the "Electronic Voting" section.

The procedure for voting by correspondence, including by electronic means, as established by the Executive Board, will be presented in the information materials that will be made available to the shareholders on the Company's website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), under the "EGMS July 2024" section.

**(ii) Exercising the voting right by correspondence.** The ballot papers, accompanied by the documents requested according to the procedure, shall be sent by e-mail at [office@transilvaniainvestments.ro](mailto:office@transilvaniainvestments.ro) as an electronic document signed with extended electronic signature, according to Law no. 455/2001 *on the electronic signature*, or they shall be submitted/sent to the Company's headquarters, so that they are received by the Company until **10.07.2024**, 2:00 p.m., under the sanction of losing the right to vote by correspondence in the general meetings convened by this notice, according to the legal provisions.

**(iii) Powers of attorney.** The shareholders registered in the Shareholder Register on the reference date may be represented at the general meetings by another person based on a *Special Power of Attorney*. A shareholder may designate a single person to represent them and an alternate representative for the situations where the designated representative is unable to fulfil their mandate. A shareholder is allowed to grant a Special Power of Attorney to a single representative.

The special powers of attorney forms, valid for the general meeting convened through this convening notice, will be available at the Company's headquarters, during working days, from 9:00 a.m. to 3:00 p.m. or they may be printed from the Company's website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), the "EGMS July 2024" section, starting on **10.06.2024**.

The shareholders representation in the general meeting by other persons can also be made based on a *General Power of Attorney*, accompanied by an affidavit given by the legal representative of the intermediary (defined according to article 2, paragraph (1) entry 19 of Law 24/2017) or by the attorney who was granted the power of attorney, under the applicable legal provisions and the general

meetings procedure. The general power of attorney shall be granted by the shareholder for the entire holding on the reference date and submitted to the Company until the deadline mentioned below, in true copy, certified by signature of the representative.

**(iv) Exercising the voting right through authorized representatives.** The special powers of attorney and the general powers of attorney, accompanied by the documents requested according to the procedure, shall be submitted/sent to the Company's headquarters or they shall be sent by email at [office@transilvaniainvestments.ro](mailto:office@transilvaniainvestments.ro) as an electronic document signed with extended electronic signature, according to Law no. 455/2001 *on the electronic signature*, so that they are received by the Company until **09.07.2024, 10:00 a.m.**, under the sanction of losing the right to vote through the authorized representative in the general meeting convened by this notice, according to the legal provisions.

The revocation of a special/general power of attorney can be made in written, by any of the means of designation and shall be sent to the Company's headquarters until **09.07.2024, 10:00 a.m.**

The special/general powers of attorney bearing a later date (registered with the Company until **09.07.2024, 10:00 a.m.**) have as an effect the revocation of the previously issued powers of attorney.

**(v) Attending the General Meeting of Shareholders.** The natural persons are permitted to attend the meeting by simply demonstrating their identity.

The legal persons and the entities without legal personality may attend the general meeting through their legal representative. The capacity as legal representative is acknowledged as mentioned in Chapter II above.

Shareholder's direct participation at the general meeting, in person or through their legal representative, removes any other voting option previously sent, only the vote expressed in person or through the legal representative being considered.

**V. Shareholders' questions.** Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders, until **09.07.2024, 10:00 a.m.** The Company may answer the questions also by posting the answer on its website, under the "FAQ" section or during the general meeting, provided that the requested information complies with the public information character and cannot be found in the documents pertaining to the agenda or in the reports published by the Company.

The shareholders' questions shall be sent in written, by submitting the documents in original copy to the Company's headquarters or by e-mail at [office@transilvaniainvestments.ro](mailto:office@transilvaniainvestments.ro) with extended electronic signature (according to Law 455/2001 *on electronic signature*), clearly referenced „*For the EGMS of 11/12.07.2024*”.

The capacity as shareholder (natural person or legal representative of the legal person) shall be ascertained based on the Shareholder Register as at the reference date, based on the identity document or, prior to the receipt of the Shareholder Register, according to Chapter II above.

**Răzvan Legian Raț**  
**Executive Vice-President**

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