



Transilvania Investments

No. 4054/19.06.2024

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: 19.06.2024

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: 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 8,000,000 own shares to the identified personnel, namely employees and members of the management bodies of the Company, representing the variable remuneration afferent to the year 2023, in accordance with the Remuneration policy in force.

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.

The Company will publish on its website www.transilvaniainvestments.ro, in the section *About us/Shareholders/Art. 19 Reg. (EU) 596/2014*, the situation of the shares allotted to the persons discharging managerial responsibilities, after the transfer of the shares in their accounts, within the initial and deferred instalments.

Răzvan-Legian Raț
Executive Vice-President

Gabriela Ivan
For Compliance Officer

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Transilvania Investments
Alliance S.A.

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www.transilvaniainvestments.ro

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



Transilvania Investments

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

8,000,000 shares, representing 0.3699% 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. (<i>Transilvania Investments</i> or the <i>Company</i> 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 ¹ AFIAA/080005
Registered with F.S.A. Register - Section 9 - Alternative Investment Funds	Subsection Retail Investor Alternative Investment Funds established in Romania (R.I.A.I.F.) - 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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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 8,000,000 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 0.3699% of the share capital, to the identified personnel who have exercised their options. The allotted shares represent the variable remuneration afferent to the year 2023, in accordance with the Remuneration Policy in force.

III. Decisional documents

By the EGMS Resolution no. 1 of 24.04.2023, the shareholders approved a buy-back program for a maximum of 8,000,000 own shares, with a nominal value of RON 0.10 /share, representing 0.3699% 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 mandating the Executive Board to carry out the said resolution.

In accordance with the Remuneration Policy, identified personnel 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 the intermediary BT Capital Partners, during 11.04.2024 – 11.06.2024.

The Company's Management set 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 the possible limitations, in accordance with the *Incentive and Reward Plan of the identified personnel by granting free shares ("Stock Option Plan") for the year 2023*, approved by the Company's Executive Board on 08.06.2023.

At the same time, the following recommendations and resolutions have been considered: the recommendation of the Remuneration Committee of 07.03.2024, Resolution of the Supervisory Board nr. 2/07.03.2024 and the resolutions of the Executive Board of 18.06.2024, as well as 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 2023, the identified personnel have the right to receive a variable remuneration in the form of shares issued by the Company, within Stock Option Plan (SOP) 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 Company's performance.

The allotment of the shares subject of this document is based on the EGMS Resolution no. 1 of 24.04.2023 by which the shareholders approved a buy-back program for a maximum number of 8,000,000 shares, with a nominal value of RON 0.10 /share, representing 0.3699% 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 2023, 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 8,000,000 shares to the identified personnel, representing the variable remuneration, within the Incentive and Reward Plan of the identified personnel („Stock Option Plan”) for the year 2023 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

Răzvan-Legian Raț
Executive Vice-President

Stela CORPACIAN
Executive Vice-President