



# Transilvania Investments

No. 4561/11.07.2024

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: 11.07.2024

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 Resolution of July 11, 2024**

**The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance**, convened on July 11(12), 2024, took place on the first convening date, July 11, 2024, 10:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 33 shareholders attended the meeting in person and voted by correspondence (including by electronic means), holding 750,425,673 voting shares, representing 34.92% of the total voting shares of the Company's share capital (total voting shares: 2,149,006,051 shares, representing 99.3786% 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 July 11, 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 July 11, 2024, drawn up for the meeting works which took place on the first convening date, considering the supplemented agenda, published in the Official Gazette of Romania-Part IV no. 3145/27.06.2024, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Express" on 27.06.2024 and on the Company's website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), and considering the information materials presented in respect to the items on the agenda, as well as the votes, within a quorum of 34.92% of the voting rights, votes cast directly 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** – Approves the 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.

*This article was approved with 749,479,428 votes "For", representing 99.87 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 99.9999% of the total votes cast. A number of 749,480,328 valid votes were cast for this article, representing 34.88% of the total number of the voting shares and were distributed as follows: 749,479,428 votes "For" and 900 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.*

**Art. 2** – Rejects the sale of 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.

*This article was rejected with 615,227,738 votes "Against", representing 81.98 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 99.97 % of the total votes cast. A number of 615,401,504 valid votes were cast for this article, representing 28.64% of the total number of the voting shares and were distributed as follows: 173,766 votes "For" and 615,227,738 votes "Against". A number of 134,078,824 abstentions were registered for this article and 0 votes were cancelled.*

**Art. 3** – Approves the sale of 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.

*This article was approved with 496,839,894 votes "For", representing 66.21 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 66.29% of the total votes cast. A number of 749,417,738 valid votes were cast for this*

*article, representing 34.87% of the total number of the voting shares and were distributed as follows: 496,839,894 votes "For" and 252,577,844 votes "Against". A number of 16 abstentions were registered for this article and 62,574 votes were cancelled.*

**Art. 4** – Rejects the sale of 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.

*This article was rejected with 505,356,976 votes "Against", representing 67.34% of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 82.12% of the total votes cast. A number of 615,338,930 valid votes were cast for this article, representing 28.63% of the total number of the voting shares and were distributed as follows: 109,981,954 votes "For" and 505,356,976 votes "Against". A number of 134,078,824 abstentions were registered for this article and 62,574 votes were cancelled.*

**Art. 5** – Approves the authorization of the members of the Executive Board of Transilvania Investments Alliance S.A. to fulfil the necessary formalities for carrying out the EGMS resolution.

*This article was approved with 619,694,211 votes "For", representing 82.58 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 82.68% of the total votes cast. A number of 749,480,328 valid votes were cast for this article, representing 34.88% of the total number of the voting shares and were distributed as follows: 619,694,211 votes "For" and 129,786,117 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.*

**Art. 6** – Approves the 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.

*This article was approved with 749,480,328 votes "For", representing 99.87 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 100.00 % of the total votes cast. A number of 749,480,328 valid votes were cast for this article, representing 34.88% of the total number of the voting shares and were distributed as follows:*

*749,480,328 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.*

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

**Compliance Director**  
**Mihaela-Corina STOICA**