



**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: 07.11.2024

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 and Ordinary General Meetings of Shareholders

The Company's Executive Board decided in the meeting of 07.11.2024 to convene the **Extraordinary and Ordinary General Meetings 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:

- (i) the Extraordinary General Meeting of Shareholders (hereinafter referred to as "EGMS") on **16.12.2024, 10:00 a.m.**
- (ii) the Ordinary General Meeting of Shareholders (hereinafter referred to as "OGMS") on **16.12.2024, 11:00 a.m.**

The general meetings of shareholders 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 and/or OGMS is/are convened on **17.12.2024**, with the same agenda and at the same venue and time.

The convening is carried out in compliance with the provisions of Law 24/2017 *on issuers of financial instruments and market operations*, republished (hereinafter referred to as "Law 24/2017"), the F.S.A. regulations issued for the enforcement of the above-mentioned law, Law 31/1990 *on companies*, republished (hereinafter referred to as "Law 31/1990") as further amended and supplemented and the Company's Articles of Incorporation.

The Company's share capital is composed 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 meetings 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. 1/22.04.2024; on the date of this convening notice, the Company holds 33,217,746 own shares which, together with the shares to be bought-back until the reference date, will have the voting right 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 "EGMS December 2024" and "OGMS December 2024" sections.

The shareholders entitled to attend and vote in the general meetings convened through this notice are the shareholders who will be registered in the Shareholder Register at the end of **29.11.2024**, set as the reference date for these general meetings.

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

1. Election of the meeting secretariat comprising two members, namely Mrs. Mihaela Susan and Mrs. Adriana Păduraru, shareholders whose identification data is available at the Company's headquarters, responsible for verifying shareholders attendance, fulfilment of the formalities required by law and the Articles of Incorporation for carrying-out the general meeting, counting of the votes cast during the general meeting and drafting the meeting minutes.

2. (1) Approval of the reduction in the share capital of Transilvania Investments Alliance S.A., in accordance with art. 207 para. (1) letter c) of Law 31/1990 by RON 1,200,000, from RON 216,244,379.70 to RON 215,044,379.70, due to the cancelation of 12,000,000 own shares acquired by the Company under the buy-back programme approved by the EGMS Resolution no. 1/24.04.2023 and approval for the transfer of RON 426,252.64, representing dividends related to the Company's own shares, from *Dividends payable* account to *Other reserves - own financing sources created from profit* account.

(2) After the share capital reduction, the share capital of Transilvania Investments Alliance S.A. will amount to RON 215,044,379.70, divided into 2,150,443,797 shares with a nominal value of RON 0.10 /share. Article 7 of Articles of Incorporation will be amended to reflect the reduction in the share capital as follows:

*"Art. 7 - The subscribed and paid-in share capital is worth RON 215,044,379.70 and is divided into 2,150,443,797 registered shares."*

3. Approval of the amendment and supplementation of the Company's Articles of Incorporation as follows:

(i) art. 2 paragraph (1) is amended and will have the following wording:

*"(1) TRANSILVANIA INVESTMENTS ALLIANCE S.A. is a Romanian legal entity, organized as a joint-stock company (S.A.). The Company is listed on the Bucharest Stock Exchange and the trading of shares is subject to the rules applicable to the regulated market and the closed-end alternative investment funds."*

(ii) art. 10 paragraph (4) is amended and will have the following wording:

*"(4) The right to dividends and other rights derived from the capacity as shareholder may be exercised by the persons registered in the shareholders' register at the date established through*

*the resolution of the general meeting of shareholders, in accordance with the lawful provisions in force. Dividends not collected by shareholders shall be prescribed in accordance with the legal provisions in force and will be registered by the Company in the profit and loss account, with the application of the applicable tax treatment.”*

**(iii)** paragraphs (2) and (4) of art. 15 are removed.

**(iv)** after paragraph (1) of art. 15 a new paragraph is added with the following wording:

*“(2) In the process of selecting and nominating the members of the Supervisory Board, the Company will promote diversity in all its forms, including gender equity, by considering the skills, experience and integrity of the candidates.”*

**(v)** after paragraph (5) of art. 15 a new paragraph is added with the following wording:

*“No executive duties may be transferred to the Supervisory Board, which shall act strictly within the scope of its supervision and control role, without participating in the executive operational activity of the Company. Upon the request from the Executive Board, the Supervisory Board shall endorse complex operations that exceed a certain value as defined by the Company's internal regulations. The procedure for requesting and issuing such endorsements, including the value threshold and application conditions, shall be outlined in the internal regulations.”*

**(vi)** art. 17 paragraph (3) is amended and will have the following wording:

*“(3) The Chairman of the Supervisory Board shall preside over the Board meetings; in the Chairman's absence, a designated member appointed by the Board will chair the meetings.”*

**(vii)** art. 17 paragraph (7) is amended and will have the following wording:

*“(7) The Supervisory Board may establish advisory committees, each comprising at least two members, responsible for conducting investigations and providing recommendations to the Board. The establishment of the Audit Committee, Risk Committee and Nomination and Remuneration Committee is mandatory. At least one member of the audit committee shall have expertise in accounting and statutory audit fields.”*

**(viii)** after paragraph (7) of art. 17 a new paragraph is added with the following wording:

*“The Supervisory Board shall include at least two independent members, the independence criteria being established in accordance with the applicable legal provisions.”*

**(ix)** art. 17 paragraph (8) is amended and will have the following wording:

*“(8) The members of the Supervisory Board are entitled to reimbursement by the Company for all expenses incurred for transportation to and attendance at any Supervisory Board meetings, as well as for any activities related to the supervision of the Executive Board's activity.”*

**(x)** art. 18 paragraphs (1) and (2) are amended and will have the following wording:

*“(1) The members of the Supervisory Board may be revoked at any time by the General Meeting of Shareholders for good reason, including for conflicts of interests brought to the shareholders' attention.”*

*“(2) If the revocation of the Board members incurs without just cause, the Company shall pay damages, in accordance with the mandate agreement concluded by them with the Company.”*

**(xi)** after paragraph (2) of art. 18 a new paragraph is added with the following wording:

*“(3) The members of the Supervisory Board have the obligation to declare at the beginning of the mandate, annually and whenever appropriate, any personal, professional or financial interests that could generate a conflict of interests with the position held. The potential conflict of interests is documented and analysed by the Company, in order to maintain the adequacy of Supervisory Board members.”*

**(xii)** art. 19 paragraph (2) is amended and will have the following wording:

*“(2) The members of the Executive Board shall meet the conditions provided for by the legislation in force for holding such position and shall conclude a professional risk liability insurance amounting to the RON equivalent of Euro 500,000. The insurance premiums shall be incurred by the Company.”*

**(xiii)** after paragraph (2) of art. 19 a new paragraph is added with the following wording:

*“The members of the Executive Board have the right to benefit of the protection of their professional reputation from the Company in case their professional reputation suffers for reasons related to the legitimate exercise of their mandate. According to the mandate agreement, the members of the Executive Board have the right to benefit, at the Company’s expense, of legal assistance and representation in terms of their legal protection in relation to third parties, in disputes of any nature (civil, administrative litigation, criminal etc.), arising from /or in relation to the exercise of their legitimate duties, unless the interests of the Company and the Executive Board members are divergent.”*

**(xiv)** art. 19 paragraph (10) is amended and will have the following wording:

*“(10) At least two members of the Executive Board must be present for the decisions to be valid. The Executive Board decisions shall be adopted by the vote of the majority of the members present or represented at the respective meeting of the Executive Board. In the event of a tie, the President shall have the casting vote.”*

**(xv)** art. 20 paragraph (1) is amended and will have the following wording:

*“(1) The Company shall organize its internal audit activity in accordance with the legal provisions in force, by contracting the services of an auditor, natural person or legal entity.”*

**(xvi)** paragraphs (2) and (3) of art. 20 are removed.

**(xvii)** art. 21 paragraph (2) is amended and will have the following wording:

*“(2) The operations stipulated in the previous paragraph shall be carried out by a financial auditor- either an individual or legal entity, whose appointment and mandate duration are established by the Ordinary General Meeting of Shareholders.”*

**(xviii)** art. 22 paragraphs (3) and (5) are amended and will have the following wording:

*“(3) The financial year begins on January 1st and ends on December 31st of each year.”*

*“(5) The rules on the valuation of the Company's assets are established with the observance of the principles provided for by the legislation in force, and their detailed presentation as well as the investment policy of the Company are included in the Fund Rules.”*

**(xix)** art. 26 is removed.

**(xx)** art. 31 is removed and the title of Chapter IX is renamed as follows: *“Chapter IX - Merger, division, dissolution, liquidation”*.

Following the approval of the amendment and supplementation of the Company's Articles of Incorporation, the articles and paragraphs will be renumbered, and the existing footnotes will be removed.

4. Approval of **09.01.2025** as the *record date (ex-date 08.01.2025)*, in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the OGMS resolutions.
5. Authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the EGMS Resolution and to fulfil the formalities for the registration and publication thereof.

## **II. The Ordinary General Meeting of Shareholders will have the following agenda:**

1. Election of the meeting secretariat comprising two members, namely Mrs. Mihaela Susan and Mrs. Adriana Păduraru, shareholders whose identification data is available at the Company’s

headquarters, responsible for verifying shareholders attendance, fulfilment of the formalities required by law and the Articles of Incorporation for carrying-out the general meeting, counting of the votes cast during the general meeting and drafting the meeting minutes.

2. Election of the Company's Supervisory Board comprising 5 members, for a 4-year mandate between 20.04.2025 and 19.04.2029. The Supervisory Board members shall exercise their duties only after receiving approval from the Financial Supervisory Authority.
3. Approval of the monthly remuneration of the Supervisory Board members elected by this general meeting of shareholders, valid for the duration of the mandate, as follows: 2.25 times the average gross salary within the Company for each Board member and 2.65 times the average gross salary within the Company for the Chairman. The average gross salary used to calculate the remuneration of the Supervisory Board members is the one recorded in November 2024.
4. Approval of the model management contract to be concluded between Transilvania Investments Alliance S.A. and the members of the Supervisory Board, and authorization of the Executive President to sign the management contract on behalf of the Company.
5. Acknowledgment of the termination as of 20.04.2025 of the mandate of the Supervisory Board members in office as at the date of this general meeting, who were not re-elected for a new mandate, and approval of the necessary steps to remove their records from the Trade Register.
6. Approval of the appointment of Deloitte Audit S.R.L. as the financial auditor of Transilvania Investments Alliance S.A. for a 3-year mandate to audit the financial statements for the fiscal years 2025, 2026 and 2027.
7. Informing the shareholders in accordance with art. 29 of the F.S.A. Regulation no. 1/2019.
8. Approval of **09.01.2025** as the *record date (ex-date 08.01.2025)*, in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the OGMS resolutions.
9. Authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the OGMS Resolution and to fulfil the formalities for the registration and publication thereof.

III. In accordance with article 153<sup>6</sup> para. (2) of Law 31/1990, the candidates for the position of member of the Supervisory Board shall be nominated by the current members of the Supervisory Board or by the shareholders, with the observance of the minimum conditions that must be fulfilled by the nominated persons, provided for by the FSA Regulation no. 1/2019. The eligibility conditions that must be fulfilled by the candidates for the position of member of the Supervisory Board and the content of the application file will be available on the Company's website [www.transilvaniainvestments.ro](http://www.transilvaniainvestments.ro), under the "OGMS December 2024" section, starting on **11.11.2024**.

The application files of the nominated candidates shall be submitted to the Company, in two counterparts, during 25.11.2024-28.11.2024, through the methods provided for in the information material regarding the eligibility conditions available on the Company's website. The application files will be registered at the Company's Registry Office in the chronological order of their submission. Only candidates whose application files are complete and include the documents specified in the list published on the Company's website will be included on the ballot papers, in the chronological order of their registration.

The individuals elected as members of the Supervisory Board by the general meeting of shareholders will exercise their prerogatives only after receiving approval from the F.S.A. as members of the Supervisory Board.

The information on the name, residence and professional qualification of the persons nominated for the position of member of the Supervisory Board, along with the result of their preliminary assessment, will be made available to the shareholders on the Company's website.

#### **IV. Adding new items to the EGMS/OGMS 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 items that fall within the legal duties of the EGMS/OGMS and fulfil the following conditions:

- (i)** the request shall be made only in written, until **26.11.2024, 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 qualified electronic signature (according to Law 214/2024 *on the use of 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/OGMS for approval.

Should the exercise of the right to add new items to the agenda determine the change of the EGMS/OGMS 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/OGMS, 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.

#### **V. Documents pertaining to the General Meetings of Shareholders**

The documents related to the items on the agenda, the procedure for voting by proxy and by correspondence, including by electronic means and the draft resolutions will be available starting on **15.11.2024**, during working days, between 9:00 a.m. and 3:00 p.m. at the Company headquarters and on its website, under the "*EGMS December 2024*" and "*OGMS December 2024*" sections.

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.

#### **VI. Voting by correspondence. Powers of attorney. Attending the EGMS/OGMS**

The shareholders registered in the Shareholder Register on the reference date may attend the EGMS/OGMS 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 December 2024*" and "*OGMS December 2024*" sections.

**(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 December 2024" and "OGMS December 2024" sections, starting on **15.11.2024**.

The shareholders registered in the Shareholder Register on the reference date may also vote before the general meetings by electronic means until **13.12.2024**, 10:00 a.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 December 2024" and "OGMS December 2024" sections.

**(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 qualified electronic signature, according to Law no. 214/2024 *on the use of electronic signature*, or they shall be submitted/sent to the Company's headquarters, so that they are received by the Company until **13.12.2024**, 10:00 a.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 meetings 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 December 2024" and "OGMS December 2024" sections, starting on **15.11.2024**.

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 qualified electronic signature, according to Law no. 214/2024 *on the use of electronic signature*, so that they are received by the Company until **13.12.2024, 10:00 a.m.**, under the sanction of losing the right to vote through the authorized representative in the general meetings convened through 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 **13.12.2024, 10:00 a.m.**

The special/general powers of attorney bearing a later date (registered with the Company until **13.12.2024, 10:00 a.m.**) have as an effect the revocation of the previously issued powers of attorney.

**(v) Attending the General Meetings of Shareholders.** The natural persons are permitted to attend the meeting by simply proving 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 IV 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.

**VII. Shareholders' questions.** Each shareholder has the right to ask questions regarding the items on the agenda of the General Meetings of Shareholders, until **11.12.2024**, 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 214/2024 *on the use of electronic signature*), clearly referenced „*For the EGMS/OGMS of December 16/17, 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 IV above.

**Marius-Adrian Moldovan**  
**Executive President**

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