



Transilvania Investments

No. 1394/10.03.2025

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: 10.03.2025

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 March 10, 2025

The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance, convened on March 10(11), 2025, took place on the first convening date, March 10, 2025, 10:00 a.m., in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel - Europe Hall.

A number of 31 shareholders attended the meeting in person and voted by correspondence (including by electronic means), holding 616,835,581 voting shares, representing 29.12% of the total voting shares of the Company's share capital (total voting shares: 2,118,033,818 shares, representing 97.9463% 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 March 10, 2025

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 March 10, 2025, drawn up for the meeting works which took place on the first convening date, considering the agenda, published in the Official Gazette of Romania-Part IV no. 602/07.02.2025, in the national newspaper "Ziarul Financiar" and in the local newspaper "Transilvania Expres" on 07.02.2025 and on the Company's website www.transilvaniainvestments.ro, and considering the materials presented in respect to the items on the agenda, as well as the votes, within a quorum of 29.12% of the voting rights, votes cast directly and by correspondence (electronic vote included), under article 115 of Law 31/1990, republished in 2004, as further amended and supplemented,

Pag. 1/4

Transilvania Investments
Alliance S.A.

Str. Nicolae Iorga 2,
Braşov 500057, România

Tel.: +40 268 415 529
Tel.: +40 268 416 171

office@transilvaniainvestments.ro
www.transilvaniainvestments.ro

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

DECIDES:

Art. 1 – Approval of the 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 the law and the Articles of Incorporation for carrying out the general meeting, counting the votes cast during the general meeting and drafting the meeting minutes.

This article was approved with 616,601,301 votes "For", representing 99.96 % 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 616,601,301 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows: 616,601,301 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 2 – Approval of the Company's buyback of its own shares, on the market where the shares are listed and/or through public tender offers, including public tender offers carried out through exchange offers, in accordance with the applicable legal provisions (the "**Buyback Programme**"), under the following conditions:

- The Buyback Programme shall target the buyback of a maximum of 185,000,000 shares;
- The Buyback Programme shall be performed at a minimum price of RON 0.3000 per share and a maximum price of RON 0.5000 per share;
- The aggregate value of the Buyback Programme shall be up to RON 92,500,000;
- Should the Company carry out public tender offers through exchange offers under the Buyback Programme, the Company will offer shares issued by THR Marea Neagră S.A., symbol „EFO”, ISIN ROEFRIACNOR6, listed on the regulated market operated by Bursa de Valori București S.A., Standard category in exchange for up to 150,000,000 own shares, and cash for the difference;
- The buyback transactions shall have as object only fully paid shares;
- The Buyback Programme shall have the following purposes: **(i) reduction of the share capital by cancelling up to 175,000,000 shares** issued by the Company; the reduction of the share capital and the amendment of the Company's Articles of Incorporation will be approved by the Extraordinary General Meeting of Shareholders of the Company, which will be able to approve one or more share capital reduction operations as the shares are repurchased and the Extraordinary General Meeting of Shareholders of the Company is convened; and **(ii) distribution free of charge of up to 10,000,000 shares** issued by the Company to the Supervisory Board members, the Executive Board members and the identified personnel within a Stock Option Plan program, in accordance with the remuneration policy approved at the Company level;
- The implementation of the Buyback Programme will be made from the Company's own sources which, in order to avoid any misunderstanding, will include shares held by the Company in THR Marea Neagră (in the case of public tender offers carried out through exchange offers, in accordance with the applicable legal provisions) and cash;
- The Buyback Programme shall be performed in a period of maximum of 18 months from the registration date of the EGMS Resolution with the Trade Register; and
- The Executive Board is authorized to adopt any decision and perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolutions to be adopted by the EGMS in respect to this item on the agenda.

This article was approved with 611,591,257 votes "For", representing 99.15 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence,

respectively 99.19% of the total votes cast. A number of 616,601,301 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows: 611,591,257 votes "For" and 5,010,044 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 3 – Approval of the termination on 25.03.2025 of the buyback programme carried out based on the EGMS Resolution no. 1/22.04.2024, if it is not completed on this date, subject to the approval by the EGMS of item 2 above regarding the Buyback Programme.

This article was approved with 616,601,301 votes "For", representing 99.96 % 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 616,601,301 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows: 616,601,301 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 4 – Approval of the contracting by the Company of one or more financings ("**the Financings**"), under the following conditions:

- The total amount of the Financings shall be up to RON 200,000,000;
- The duration of the Financings shall not exceed 5 years;
- The Financings shall be used by the Company to finance its investments;
- The Financings can be contracted from banks, by concluding one or more contracts;
- The Company shall issue and/or constitute any type of guarantees and/or mortgages, deemed necessary, useful and/or opportune by the Executive Board in relation to the Financings; and
- The Company's Executive Board is authorized to adopt any decision and to perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolutions to be adopted by the EGMS on this item on the agenda, including with regard to the following matters, without limitation: (i) negotiation, establishment and approval of the final terms and conditions of the Financings, the contractual terms on drawdown, early repayment, interest, taxes, tariffs, guarantees, constitution of any type of guarantees, (ii) negotiation, approval and signing of any contracts related to the Financings or any other arrangements, guarantee contracts, guarantee commitments, consultancy, certificates, declarations, registers, notifications, addenda and any other necessary, useful and/or opportune acts and documents, (iii) fulfilment of any formalities and authorization and/or execution of any other actions necessary to give full effect to the Financings, the related guarantees, the Financings documents, and (iv) empowerment, as the case may be, of the Company's Executive Board to sign any such documents, to fulfil any such formalities and to perform any such actions.

This article was approved with 613,131,737 votes "For", representing 99.40 % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively 99.44% of the total votes cast. A number of 616,593,401 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows: 613,131,737 votes "For" and 3,461,664 votes "Against". A number of 7,900 abstentions were registered for this article and 0 votes were cancelled.

Art. 5 – Approval of the date of 25.03.2025 as the *record date* (ex-date 24.03.2025), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions.

This article was approved with 616,601,301 votes "For", representing 99.96 % 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 616,601,301 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows:

616,601,301 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 6 - Approval of the authorization of the Executive Board of Transilvania Investments Alliance S.A. to carry out the necessary formalities to fulfill the EGMS resolution.

This article was approved with 616,590,637 votes "For", representing 99.96 % 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 616,601,301 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows: 616,590,637 votes "For" and 10,664 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Art. 7 – Approval of the authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the EGMS Resolution and fulfil the formalities for the registration and publication thereof.

This article was approved with 616,601,301 votes "For", representing 99.96 % 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 616,601,301 valid votes were cast for this article, representing 29.11% of the total number of the voting shares and were distributed as follows: 616,601,301 votes "For" and 0 votes "Against". A number of 0 abstentions were registered for this article and 0 votes were cancelled.

Marius-Adrian MOLDOVAN
Executive President

Mihaela-Corina STOICA
Compliance Director