Transilvania Investments

Information material regarding item 2 on the agenda of the Ordinary General Meeting of Shareholders of October 7(8), 2025

Approval of the variable remuneration for 2024 for the members of the Executive Board

Preamble

In defining and implementing the Remuneration Policy, Transilvania Investments Alliance complies, in a way and to the extent that is appropriate to its size, internal organization and the nature, scope and complexity of its activities, with the remuneration principles, in accordance with the requirements of Law no. 74/2015 *on alternative investment fund managers*, ESMA Guidelines no. 232/2013 and Law no. 24/2017 *on issuers of financial instruments and market operations*.

According to the internal regulations, the Supervisory Board decides, within its competencies, whether and how many Beneficiaries among the members of the Executive Board and the key functions (risk manager, compliance officer) can adhere to the Incentive and Reward Plan for the identified personnel through free share grants. The Supervisory Board approves the KPIs related to the variable remuneration for the Beneficiaries, including the amount of variable remuneration for each person, through the Letter of Award.

By Resolution no. 2/18.09.2024, the Supervisory Board decided the enrolment of the members of the Executive Board in the *2024 Incentive and Reward Plan for the identified personnel through free share grants*.

On the publication date of the agenda of the Ordinary General Meeting of Shareholders of October 7/8, 2025, the Supervisory Board of Transilvania Investment has a structure that does not allow statutory decisions to be taken as it is composed of a single member.

Presentation of the fulfilment degree of the performance indicators for 2024

By Resolution no. 1 of April 28, 2025[1], the Ordinary General Meeting of Shareholders approved the fulfilment degree of the 2024 performance indicators. The information material[2] related to item 4 of the OGMS agenda of 28.04.2024 was available at the Company's headquarters and on its website www.transilvaniainvestments.ro.

---

[1] https://transilvaniainvestments.ro/wp-content/uploads/2025/04/RC-hotarari-AGOA-AGEA-28.04.2025-EN.pdf

[2] https://transilvaniainvestments.ro/wp-content/uploads/2025/03/Material-informare-pct.4-si-5-AGOA-28-apr-2025-KPI-si-remuneratii-EN.pdf

Transilvania Investments Alliance S.A.
Str. Nicolae Iorga 2, Brașov 500057, România
Tel.: +40 268 415 529
Tel.: +40 268 416 171
office@transilvaniainvestments.ro
www.transilvaniainvestments.ro

CUI/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: 215 044 379,70 lei
Nr. Registru ASF: PJR071AFIAA/080005
Nr. Registru ASF: PJR09FIAIR/080006
IBAN B.C.R. Brașov: RO08 RNCB 0053 0085 8144 0001

Societate administrată în sistem dualist

The **Remuneration Policy,** approved by the Ordinary General Meeting of Shareholders dated 22.04.2024, stipulates *the following staff categories fall within the identified staff category, except the case in which it is demonstrated that they do not have a significant impact on the Company's risk profile: (i)* ***Members of the Executive Board*** *(...)*

The weight of the **qualitative criteria** considered when assessing the fulfilment by the Executive Board members of the objectives/performance indicators for vesting the variable remuneration is 30% and they are established in accordance with the Remuneration Policy. The weight of the **quantitative criteria** considered when assessing the fulfilment by the Executive Board members of the objectives/ performance indicators for vesting the variable remuneration is 70%.

In accordance with the **Remuneration Policy**, the **qualitative criteria** for the Executive Board members for the financial year 2024 consist in the fulfilment of the following objectives:

a) Implementation of the Company's investment strategy and policies;
b) Implementation of systems for the administration and proper conduct of the Company's activities;
c) Implementation of an efficient corporate governance system and enforcement of the corporate governance principles;
d) Implementation of the risk management policies and strategies and compliance by the Company with the risk profile and limits;
e) Compliance with ethical and professional standards to ensure a professional and responsible behaviour for the purpose of preventing the occurrence of conflicts of interest and managing such conflicts;
f) Supervision and control of compliance with the legal provisions and the internal procedures of the company in order to prevent the occurrence of legal and internal non-compliance situations.

The **quantitative** performance objectives/indicators for the Executive Board are similar with the Company's ones, namely the annual increase in the net asset value per share (NAVPS) and the annual reduction of the trading discount.

Considering the final **financial results recorded on 31.12.2024,** and the exceptional event brought to the attention of shareholders and investors through the Current Report no. 1568/14.03.2025, published on the Bucharest Stock Exchange website on 14.03.2025, the KPI fulfilment degree at the end of 2024, considering and without considering the impact of this event, is presented below.

The evolution of the two multiannual performance indicators (KPI) from the start date of the Company's 2024-2028 Strategy, respectively **30.04.2024, until 31.12.2024,** was the following:

A. Fulfilment degree – **without considering** the impact of the exceptional event:
   - Annual **increase** in the net asset value per share (**NAVPS**) → target 4.00%, achieved **5.65%**
   - Annual **reduction** of the **trading discount** → target 4.67%, achieved **8.91**%

B. Fulfilment degree - **considering** the impact of the exceptional event:
   - Annual **increase** in the net asset value per share (**NAVPS**) → target 4.00%, achieved **2.48%**
   - Annual **reduction** of the **trading discount** → target 4.67%, achieved **11.12**%

Should the Strategy be applied for **the full year 2024**, the fulfilment degree - considering the impact of the exceptional event - would be as follows:

- Annual **increase** in the net asset value per share (**NAVPS**) for the full year 2024 → target 6.00%, achieved **7.52%**
- Annual **reduction** in the **trading discount** for the full year 2024 → target 7.00%, achieved **7.91**%

The fulfilment degree of the quantitative performance indicator of the Executive Board, in accordance with the Remuneration Policy, consisting in the fulfilment of the 2024 Revenue and Expenditure Budget (REB), is the following:

A. Fulfilment degree - **without considering** the impact of the exceptional event:
   - **Profit achieved** → RON 107.41 million, compared to RON 80.30 million (profit estimated) → fulfilment degree **133.76%**

B. Fulfilment degree - **considering** the impact of the exceptional event:
   - **Profit achieved** → RON 48.03 million, compared to RON 80.30 million (profit estimated) → fulfilment degree **59.81%**

Considering the weight of the quantitative criteria afferent to the year 2024, in both situations, **the aggregate score** is the following:

No.	*Objective*	*Fulfilment degree without considering the exceptional event*	*Fulfilment degree considering the exceptional event*	*Weight*
1.	Annual increase in NAVPS by at least 6%	141%	62%	40%
2.	Annual decrease of the trading discount by at least 7%	191%	238%	40%
3.	Achievement of the 2024 Revenue and Expenditure Budget	134%	60%	20%
	Aggregate score	160%	132%	

By Resolution no. 2 of 21.03.2025, the Supervisory Board approved the fulfilment of the qualitative and quantitative performance indicators for 2024 by the Executive Board in accordance with the 2024-2028 Strategy and the Remuneration Policy. Consequently, the fulfilment degree of the qualitative and quantitative indicators is as follows:

No.	***Criteria***	***Fulfilment degree without considering the exceptional event***	***Fulfilment degree considering the exceptional event***	***Weight***
1.	**Quantitative**	**160%**	**132%**	**70%**
2.	**Qualitative**	**100%**	**100%**	**30%**
	Score	**142%**	**122%**	

Given the information presented above, it is proposed to the **Ordinary General Meeting of Shareholders** to approve the variable remuneration for the year 2024 for the members of the Executive Board consisting in 3,600,000 shares, out of which 2,400,000 shares for the Executive President and 1,200,000 shares for the Executive Vice-President. In accordance with the *Remuneration Policy* and the *2024 Incentive and Reward Plan for the identified personnel through free share grants,* the initial component of the variable remuneration represents 60% and the difference of 40% is subject to the three-year deferral period.

Marius-Adrian MOLDOVAN
Executive President

Dragoș-Ionuț BOSÎNCEANU
Compliance Officer