Transilvania Investments

***DRAFT RESOLUTION***

**Resolution no. 1 of the Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A. of October 7(8), 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 October 7(8), 2025, drawn up for the meeting works which took place on the first/second convening date, considering the agenda, published in the Official Gazette of Romania-Part IV no. _______ /04.09.2025, in the national newspapers "Bursa" and "Curierul Național" and in the local newspaper "Transilvania Expres" on 04.09.2025 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 ______% of the voting rights, votes cast directly, through an authorized representative or by correspondence (electronic vote included), under article 115 of Law 31/1990, republished in 2004, as further amended and supplemented,

**DECIDES:**

**Art. 1** – Approval/rejection 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 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/rejected with ..... votes "....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively .......% of the total votes cast. A number of ...... valid votes were cast for this article, representing .......% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.*

**Art. 2** – Approval/rejection of closure of the Company's representative office/work point in Bucharest, Ana Tower Building, Poligrafiei Boulevard no. 1A, 1st Floor, Zone B, Sector 1, in compliance with the legal requirements regarding publicity and deletion, and approval of the amendment of Article 3 of Articles of Incorporation, by removing paragraph (3), following the closure of the representative office/work point, which will have the following wording:



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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

*"Art. 3 - (1) The Company's headquarters is located in Brasov, 2 Nicolae Iorga Street, Brasov County, Romania.*

*(2) As necessary and appropriate, the Executive Board may establish or close branches, subsidiaries, agencies, representative offices, as well as work points, both in the country and abroad, with the endorsement of the Supervisory Board and by observing the legal requirements regarding authorization and publicity."*

*This article was approved/rejected with ..... votes "....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively .......% of the total votes cast. A number of ...... valid votes were cast for this article, representing .......% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.*

**Art. 3** – Approval/rejection of **a)** the Company's exit strategy (the **"Exit Strategy"**), which will be an integral part of the Transilvania Investments Alliance's 2024-2028 Strategy, approved by the OGMS of April 22, 2024 and **b)** the authorization of the Company's Executive Board to conclude any and all acts (including any acts of disposition) and operations necessary, useful and/or opportune in view of and in connection with the implementation of the Exit Strategy (referred to as the **"Exit Transactions"**), to issue any decision and to perform all necessary, useful and/or opportune legal acts and facts, respectively all formalities, including regarding, but not limited to: (i) negotiating, as well as establishing and approving the contractual terms and conditions (including the price and/or any relevant consideration) related to the Exit Transactions, under the conditions described in the Exit Strategy (with the possibility of derogation, in accordance with the provisions of the Exit Strategy, from any internal policies and/or procedures applicable to asset sales); (ii) negotiating, approving and signing any contracts in connection with the Exit Transactions and/or any other arrangements, contracts (including service and consultancy contracts), certificates, statements, records, notices, addenda and any other necessary, useful and/or opportune acts and documents, (iii) carrying out any formalities and authorizing and/or carrying out any other actions necessary to give full effect to the Exit Transactions, and (iv) empowering, as the case may be, the Company's representatives to sign any such documents, perform any such formalities and perform any such actions.

*This article was approved/rejected with ..... votes "....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively .......% of the total votes cast. A number of ...... valid votes were cast for this article, representing .......% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.*

**Art. 4** – Approval/rejection of the empowerment of the members of the Executive Board to carry out the necessary formalities for the fulfilment of the EGMS resolution.

*This article was approved/rejected with ..... votes ".....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively .......% of the total votes cast. A number of ...... valid votes were cast for this article, representing .......% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.*

**Art. 5** – Approval/rejection of the date of 23.10.2025 as the *record date* (*ex-date* 22.10.2025), 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/rejected with ..... votes ".....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence,* *respectively .......% of the total votes cast. A number of ...... valid votes were cast for this article, representing .......% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.*

**Art. 4** – Approval/rejection of the authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the Resolution of the Extraordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

*This article was approved/rejected with ..... votes "…..", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively .......% of the total votes cast. A number of ...... valid votes were cast for this article, representing .......% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.*

**Executive President**
**Marius-Adrian MOLDOVAN**

**Meeting secretariat,**
**Mihaela Susan**
**Adriana Păduraru**