

NOTICE
Regarding the Tender Offer
for shares issued by TRANSILVANIA INVESTMENTS ALLIANCE S.A. at the price of
RON 0.50 /share
F.S.A. Decision no. 1101/17.11.2025

THE APPROVAL OF THE TENDER OFFER DOCUMENT HAS NO VALUE OF GUARANTEE, AND IT DOES NOT REPRESENT ANOTHER FORM OF ASSESSMENT BY F.S.A. OF THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISK WHICH COULD ENTAIL THE TRANSACTIONS TO BE CONCLUDED BY ACCEPTING THE TENDER OFFER, WHICH IS THE SUBJECT OF THE APPROVAL DECISION; THE APPROVAL DECISION CERTIFIES ONLY THAT THE TENDER OFFER DOCUMENT COMPLIES WITH THE REQUIREMENTS OF THE LAW AND OF THE RULES ADOPTED FOR ITS APPLICATION

Name and registered office of the targeted company:

TRANSILVANIA INVESTMENTS ALLIANCE S.A., a company managed under a two-tier system, hereinafter after referred to as the “Issuer”, a joint-stock company with the registered office in Brasov, Str. Nicolae Iorga 2, Brasov County, registered with the Trade Register Office under no. J1992003306085, having Sole Registration Code 3047687.

The Issuer’s share capital is of RON 212,644,000, representing 2,126,440,000 dematerialized, registered shares with a par value of RON 0.10/share, each share granting equal rights. The Issuer’s main business is “Other financial service activities, n.e.c.” (NACE code 6499).

The shareholding structure as at 21.10.2025 is as follows:

Seq. no.	Shareholder	Number of shares	Percentage (%)
1	Resident individuals	1,065,402,242	50.1026%
2	Non-resident individuals	12,612,827	0.5931%
3	Resident legal entities	1,034,164,685	48.6336%
4	Non-resident legal entities	14,260,246	0.6706%
	TOTAL	2,126,440,000	100.0000%

Name and registered office of the Bidder:

The Bidder within the Tender Offer is TRANSILVANIA INVESTMENTS ALLIANCE S.A., hereinafter referred to as the “**Bidder**”, a joint-stock company with the registered office in Brasov, Str. Nicolae Iorga 2, Brasov County, registered with the Trade Register Office under no. J1992003306085, having Sole Registration Code 3047687.

The Bidder's share capital is of RON 212,644,000 RON, representing 2,126,440,000 dematerialized registered shares with a par value of RON 0.10/share.

The shareholding structure as at 21.10.2025 is as follows:

Seq. no.	Shareholder	Number of shares held	Percentage (%)
1	Resident individuals	1,065,402,242	50.1026%
2	Non-resident individuals	12,612,827	0.5931%
3	Resident legal entities	1,034,164,685	48.6336%
4	Non-resident legal entities	14,260,246	0.6706%
	TOTAL	2,126,440,000	100.0000%

Number of securities subjects of the Tender Offer:

The subject of the tender offer is the purchase of a package of up to **158,400,000 shares** issued by **TRANSILVANIA INVESTMENTS ALLIANCE S.A.**, that are not owned by the Bidder, representing 7.4491% of the total share capital of the Issuer, having as purpose the reduction of the share capital by cancelling the bought-back shares.

The purchase of shares by the Bidder, within the Tender Offer, is part of the buy-back programme approved under the Resolution no. 1 of the Extraordinary General Meeting of Shareholders of 10 March 2025, published in the Official Gazette of Romania, Part IV, no. 2605 on 6 June 2025, having as purpose the reduction of the share capital, by cancelling the bought-back shares.

Offer Price:

The Offer Price is RON 0.50/share ("Offer Price"), minus the trading fees and the fees afferent to the payment of the share price.

The Offer Price was established by complying with Law no. 24/2017 on issuers of financial instruments and market operations, republished, and F.S.A. Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

Intermediary: BT CAPITAL PARTNERS S.A., with the registered office in Cluj-Napoca, Bulevardul 21 Decembrie 1989, nr. 77, Clădirea The Office, Corpurile C-D, intrare C, etaj 2, Cluj County, registered with the Trade Register Office under no. J1994003156125, Sole Registration Code 6838953, company authorized by the F.S.A. by Decision no. 2330/22.07.2003, shall provide financial investment services regarding the Tender Offer, acting in the capacity of Intermediary.

Number of shares issued by the targeted Company which are owned by the Bidder and the persons for whom there is the legal presumption that they act in concert

As at 21.10.2025, the Bidder holds directly 19,600,000 shares issued by the Issuer, and the persons for whom there is the legal presumption that they act in concert with the Bidder as concerns the Issuer hold 2,340,000, shares, representing 0.111% of the share capital, as follows:

- Marius Adrian Moldovan 1,620,000 shares
- Rat Razvan-Legian 720,000 shares

Offer Document: The Bidder has prepared an Offer Document available to the public during the Offer running period, free of charge, in hard-copy, at the headquarters of **TRANSILVANIA INVESTMENTS ALLIANCE S.A.**, during the normal opening hours, in Brasov, Str. Nicolae Iorga 2, Brasov County, and at the headquarters of BT CAPITAL PARTNERS (“Intermediary”), the financial investment service company which intermediates the Tender. The Offer Document may be consulted at: www.btcapitalpartners.ro, www.transilvaniainvestments.ro and B.S.E. website (www.bvb.ro).

Tender Offer Period. This Tender Offer is valid for 10 business days, and it shall be initiated on the 4th (fourth) business day as of the date on which the tender offer notice is published in a national and a local newspaper in printed or online format, and also on the following websites www.bvb.ro, www.transilvaniainvestments.ro and www.btcapitalpartners.ro.

The Tender Offer Period shall be of 10 business days, between **24.11.2025** and **08.12.2025**.

BIDDER
TRANSILVANIA INVESTMENTS ALLIANCE S.A
Executive President
Marius-Adrian Moldovan

INTERMEDIARY
BT CAPITAL PARTNERS S.A.
General Manager
Daniela Secară