Transilvania Investments

Information material regarding item 10 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026

Approval of the release of the shares corresponding to the matured deferred instalments afferent to the Stock Option Plan programs for 2021, 2022, 2023 and 2024

Item 10 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026, stipulates:

> Approval of the release of the shares corresponding to the matured deferred instalments afferent to the Stock Option Plan programs for 2021, 2022, 2023 and 2024, for the Supervisory Board members who are discharged of liability, the Executive Board members who are discharged of liability and the persons holding key functions, in compliance with the regulatory framework, in accordance with the information presented in the information material related to this item on the OGMS agenda.

- The remuneration of the Supervisory Board and Executive Board members, as well as the other categories of identified personnel, is done in accordance with the Company's **Remuneration policy** approved by the Ordinary General Meeting of Shareholders. The remuneration policy was drafted in compliance with the provisions of Law no. 74/2015 on alternative investment fund managers, the ESMA Guide 232/2013 and Law no. 24/2017 on issuers of financial instruments and market operations. The remuneration policy is available on the Company website, along with the result of the shareholders' vote.
- According to the Company's remuneration policy, the remuneration of the members of **the Supervisory Board** and of the **Executive Board**, as well as of the other identified personnel categories, as they are defined in the remuneration policy, has a fixed component and it may also include a variable component of the remuneration and/or other benefits.
- Starting 2021, the Company has adopted a variable remuneration system based on qualitative and quantitative performance criteria. The variable remuneration of the Executive Board members and the persons holding key functions (compliance officer and risk manager) is approved by the Supervisory Board and the variable remuneration of the personnel identified by the Remuneration Policy is approved by the Executive Board in accordance with the legal provisions in force. The variable remuneration of the Supervisory Board members is approved by the general meeting of shareholders.
- According to the Remuneration Policy, starting with the year 2022, the variable remuneration is granted exclusively in the form of shares issued by the Company, with an initial component of 60% and a component of 40% subject to the deferral period of 3 years.

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. J1992003306085
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: 212.644.000 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 variable remuneration granted by the Company in 2025 was the following:
    1. shares issued by the Company, based on the *Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan") for the year **2021*** (last deferred instalment);
    2. cash, based on the Remuneration policy valid for the year 2021, according to the provisions of the *Incentive and reward plan for the identified personnel through free share grants ('Stock Option Plan („Stock Option Plan") for the year 2021* (last deferred instalment).

       Please note that the variable remuneration stipulated in the Remuneration policy valid on the approval date of the SOP 2021 (policy approved through the O.G.M.S. Resolution no. 1/28 April 2021), comprised of 50% shares issued by the Company and 50% cash, having an initial component of 50% and a 50% component subject to the deferral period).
    3. shares issued by the Company, based on the *Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan") for the year **2022*** (2nd deferred instalment);
    4. shares issued by the Company, based on the *Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan") for the year **2023** (1st deferred instalment).*

       We would like to emphasise that the **deferred instalments referred to in points 1, 3 and 4** above **were not released** to the **Supervisory Board** members, the **Executive Board** members and **persons holding key positions** due to the lack of a functional structure of the Supervisory Board starting with 20 April 2025, the latter being the competent body for issuing decisions on variable remuneration for the above-mentioned persons who have been notified in this respect.
    5. shares issued by the Company, based on the *Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan") for the year **2024** (initial component)*.

       The variable remuneration for 2024 for **the Executive Board members** was approved by the OGMS of 07.10.2025 and consists of 3,600,000 shares, of which 2,400,000 shares for the Executive President and 1,200,000 shares for the Executive Vice President.

       Also, the OGMS of 07.10.2025 **empowered the Executive Board** to carry out **the annual performance assessment** of the persons holding **key positions**, namely the compliance officer and the risk manager, and to **establish their variable remuneration** for 2024.

       According to the Remuneration Policy and the Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan") for the year 2024, the variable remuneration consists of an initial component of 60% and a component of 40% subject to the deferral period of 3 years.

       On 16 October 2025, the Company published the *Information Document on the allocation of free shares to the identified personnel of Transilvania Investments Alliance S.A., namely 7,000,000 shares, representing 0.3255% of the share capital,* shares representing the variable remuneration related to the Stock Option Plan for the year 2024 (initial component) for the Executive Board members, the Compliance Officer, the Risk Manager, and other individuals enrolled in the Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan") for the year 2024.

       The allocation and release of the above shares were based on EGMS Resolution no. 1/22.04.2024, whereby the shareholders approved the redemption by the Company of 10,000,000 shares for distribution free of charge to the Supervisory Board members, the Executive Board members and the identified personnel within a Stock Option Plan program for 2024, and the OGMS Resolution of 07.10.2025.

       Transilvania Investments submitted to the F.S.A. and published on its website the statement regarding the shares transferred into the account of the persons discharging managerial responsibilities, in accordance with the provisions of Regulation (EU) No. 596/2014 and Regulation (EU) No. 522/2016.

       The variable remuneration for **2024** for the **Supervisory Board** members was approved by the **OGMS of 28.04.2025** and consists of **3 million shares,** grantable under the terms of the Stock Option Plan for 2024 and the Remuneration Policy.

Considering that starting with 20.04.2025, the Supervisory Board of Transilvania Investments had a structure that did not allow statutory decisions to be taken, as it is composed of only one authorized member (out of the five members elected by the OGMS of 16.12.2024), **the shares representing the variable remuneration for the year 2024** for **the Supervisory Board members, have not been allocated.** According to the Remuneration Policy and the Incentive and reward plan for the identified personnel through free share grants („Stock Option Plan”) for the year 2024, the variable remuneration consists of an initial component of 60% and a component of 40% subject to the deferral period of 3 years.

- Given that on the date of publication of the OGMS agenda of April 29(30), 2026, the Company's Supervisory Board has a structure that does not allow it to make statutory decisions in respect to the implementation of the OGMS Resolution of 28.04.2025, as it is composed of only one authorized member, the OGMS is proposed to approve *the free **allocation of 3,000,000 shares to the Supervisory Board**, representing the variable remuneration for the year 2024, in accordance with the information presented in the information material related to the item on the OGMS agenda, shares that are to be allocated, under the responsibility of the Executive Board, proportionally with the fixed remuneration indicators and the mandate duration, to the members for whom the shareholders approved the liability discharge, in compliance with the applicable Remuneration policy.* (item 5 on the OGMS agenda)
- Due to the same situation existing at the level of the Supervisory Board, **the deferred instalments,** related to the SOP 2022, 2023 and 2024, instalments that **matured in 2026, were not released** to the **Supervisory Board members**, the **Executive Board members** and the persons holding **key functions**, these persons being notified in this respect.
- We mention that the OGMS of 28.04.2025 approved the liability **discharge for 2024** only of a partial number **of Supervisory Board members** and approved the liability discharge of all **the Executive Board members**, corresponding to the duration of the mandate held by each of them.

Until the date of this material, no material elements have been found to trigger recovery mechanisms, of the malus type, in respect to the persons discharged of liability and persons holding key functions.

The Ordinary General Meeting of Shareholders of April 29(30), 2026 is asked to approve *the empowerment of the Company's Executive Board to adopt and implement any decision and to perform all the necessary, useful and/or appropriate legal acts and facts for the fulfilment of the OGMS resolution.*

Given that on the date of publication of the OGMS agenda of April 29(30), 2026, the Company's Supervisory Board has a structure that does not allow it to make statutory decisions, as it is composed of only one authorized member, the OGMS is asked to approve *the release of the shares corresponding to the matured deferred instalments afferent to the Stock Option Plan programs for 2021, 2022, 2023 and 2024, for the Supervisory Board members who are discharged of liability, the Executive Board members who are discharged of liability and the persons holding key functions, in compliance with the regulatory framework, in accordance with the information presented in the information material related to this item on the OGMS agenda.*

By submitting this items to the shareholders’ vote, the Company aims to transpose an exceptional governance situation into a clear and transparent mechanism through which the shareholders’ will is enforced.

Marius-Adrian MOLDOVAN
Executive President

Dragoș-Ionuț BOSÎNCEANU
Compliance Officer