Transilvania Investments

Information material regarding item 14 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026

Approval of the establishment of an Evaluation Committee

Item 14 on the supplemented agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026 stipulates:

> Approval of the establishment of an Evaluation Committee, consisting of the authorized member of the Supervisory Board and the Executive Board members, with the purpose of taking all necessary and useful measures, including but not limited to setting the procedures for the management of the process of assessing the adequacy of the candidates for the vacant Supervisory Board positions, for their approval by the General Meeting of Shareholders that will be subsequently convened for this purpose, in accordance with the information presented in the information material related to this item on the OGMS agenda.

In accordance with item 15 on the supplemented agenda, the Ordinary General Meeting of Shareholders of April 29(30), 2026 is asked to approve the empowerment of the Evaluation Committee to carry out any appropriate legal facts and acts, necessary or useful to achieve the purpose for which it was established, for the authorization by the F.S.A. of the Supervisory Board members thus elected.

1. Supplementation of the OGMS agenda

Under Article 117[1] of Law no. 31/1990, Article 105 of Law no. 24/2017 and F.S.A. Regulation no. 5/2018, and considering the Current Report no. 1669/25.03.2026 regarding the Convening of the OGMS/EGMS for April 29(30), 2026, chapter *III. Adding new items to the OGMS/EGMS agenda. Requirements. Deadline*, the Company's Executive Board decided to supplement the agenda of the Ordinary General Meeting of Shareholders, as presented under items 14 and 15 of the supplemented and renumbered agenda.

The supplementation of the OGMS agenda was published in the Current Report no. 2043/14.04.2026 and in the Official Gazette of Romania, Part IV no. 2219/15.04.2026.

2. Information on the Supervisory Board

According to the provisions of the Articles of Incorporation, Transilvania Investments is managed in a two-tier system by an Executive Board that carries out its activity under the control of a Supervisory Board. The Supervisory Board is composed of five members, individual persons, elected, by secret vote, by the Ordinary General Meeting of Shareholders for a 4-year mandate.

The members of the Supervisory Board perform their activity based on the management contracts approved by the General Meeting of Shareholders, the Board Organisation and Operation Regulation and the Articles of Incorporation of the Company.

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R.C. J1992003306085
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Cod LEI (Legal Entity Identifier): 254900E2IL36VM93H128

Capital social: 212.644.000 lei
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IBAN B.C.R. Brașov: RO08 RNCB 0053 0085 8144 0001

Societate administrată în sistem dualist

In accordance with the provisions of the Companies Law, all the members of the Supervisory Board are non-executive members, as none of the members holds an executive position within the Company, the Company being managed in a two-tier system.

The Ordinary General Meeting of Shareholders of **16.12.2024** approved the election of the new Supervisory Board of the Company consisting of 5 members, namely Mr. Horia-Cătălin Bozgan, Mr. Marius-Petre Nicoară, Mr. Vasile-Cosmin Turcu, Mr. Patrițiu Abrudan and Mrs. Adriana Tiron-Tudor, for a 4-year mandate, between 20 April 2025 and 19 April 2029; the elected members will exercise their duties only after their authorization by the Financial Supervisory Authority.

Through the Authorization no. **42/17.04.2025**, the Financial Supervisory Authority authorized the changes in the significant conditions based on which the Company was authorizez, as a result of the appointment of Professor Adriana Tiron-Tudor, PhD, as a member of the Supervisory Board, for a 4-year mandate, starting on 20.04.2025 and until 19.04.2029, in accordance with the Resolution no. 1/16.12.2024 of the Ordinary General Meeting of Shareholders.

Both as at **25.03.2026,** the date of the OGMS convening, and as at **14.04.2026**, the date of the supplementation of the OGMS agenda, the Supervisory Board of Transilvania Investments was composed of only one authorized member, namely Professor Adriana Tiron-Tudor, PhD, while the other members elected by the Ordinary General Meeting of Shareholders of 16 December 2024 were still undergoing the authorization procedure with the Financial Supervisory Authority.

On **26.03.2026,** Transilvania Investments announced that the Company had received the requests of Mr. Turcu Vasile-Cosmin and Mr. Bozgan Horia-Cătălin whereby they requested the withdrawal of the files submitted to the F.S.A. for their authorization as members of the Supervisory Board, and implicitly the waiver of the mandate granted by the General Meeting of Shareholders of 16.12.2024.

3. Evaluation Committee – establishment and purpose

Given the current governance architecture of the Company, as well as the capacity as authorized persons of the members of the management and control bodies, the Ordinary General Meeting of Shareholders is asked to approve the establishment of an Evaluation Committee (the **"Committee"**), which will be composed of the authorized member of the Supervisory Board and the members of the Executive Board.

The establishment and operation of this Committee is conditioned by the cumulative fulfilment of two conditions, namely **(i)** the Supervisory Board of Transilvania Investment has a structure that does not allow it to take statutory decisions and **(ii)** the Executive Board decides to convene the Ordinary General Meeting of Shareholders for the election of the Supervisory Board members for the vacant positions.

3.1. Purpose of the Committee

The purpose of the Committee is to coordinate the process of electing and authorizing the candidates for the vacant positions of the Supervisory Board, without subrogating itself to the role and functions of the Executive Board, at least through, but not limited to, establishing the candidate profile, carrying out the adequacy assessment of the candidates within the election and authorization process. The Committee acts as an advisory and analyzing body with the view of informing the shareholders on the adequacy of the Supervisory Board candidates and facilitating the process of election by the OGMS of the Supervisory Board members and their authorization by the F.S.A.

3.2. Main duties of the Committee

- ✓ Drafting and approval of the selection and assessment procedures of the Supervisory Board candidates, including the independence assessment criteria, which to ensure the compliance with the applicable legal provisions and the Company's Articles of Incorporation;
- ✓ Implementation and proper conduct of the approved selection and assessment procedures;
- ✓ Carrying-out all processes and drafting all documents required for the authorization by the F.S.A. of the elected members of the Supervisory Board;

- ✓ Any other duties according to the applicable legal provisions, the Corporate Governance Code principles or the best practices in the field, in order to achieve the purpose for which the Committee was established.

3.3. Operation of the Committee

To fulfil its duties, the Committee may request, when it deems necessary, the specialized support of persons holding key functions within the company, other specialists of the Company or may request external specialized advice, as the case may be.

The collection of documents, the preparation of the work forms and the management of the documents drafted within the Committee's activity shall be carried out by the Secretariat of the Supervisory Board with the support of Company specialists and/or the Compliance Department.

Communication with the F.S.A., according to the provisions of the F.S.A. Regulation no. 1/2019, shall be carried out through the President of the Executive Board.

According to the legal provisions in force, the General Meeting of Shareholders has the exclusive power to decide on the composition of the Supervisory Board.

Marius-Adrian MOLDOVAN
Executive President

Dragoș-Ionuț BOSÎNCEANU
Compliance Officer