Transilvania Investments

Information material regarding item 3 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026

PROPOSAL
regarding the distribution of the net profit recorded in the financial year 2025 and the setting of the gross dividend per share

Preamble

The Shareholder Remuneration Policy of Transilvania Investments Alliance considers the following relevant aspects:

- ✓ The long-term investment interest is driven by the pursuit of attractive and sustainable returns over a predictable time horizon;
- ✓ Maintaining excessively high dividend distribution rates from net profit has proven unfeasible over the medium to long term, as it leads to accelerated erosion (both in value and quality) of the managed portfolio and restricts the implementation of the investment programs;
- ✓ Optimal financing of the annual investment programs requires medium to long-term commitment of financial resources and relies on both internal factors (such as improving the efficiency of disinvestment programs to accelerate the sale of holdings classified under the accelerated exit category) and external factors (including overall liquidity conditions and the evolution of the trading benchmarks);
- ✓ The Company aims to align cash flows with shareholders' remuneration expectations, ensuring that the operations required to secure financial resources do not generate significant adverse effects on the value and quality of managed portfolio.

For the period 2024 – 2028, the Shareholder remuneration policy of Transilvania Investments Alliance is closely aligned with the level of available liquidity, the progress of the portfolio restructuring process, and the need to secure resources for the investment programs. Accordingly, it provides the following mix of instruments for remunerating the capital invested in TRANSI shares:

- ✓ **Distribution of cash dividends** offering a competitive return relative to the average trading price recorded during the financial year for which the dividend is granted;
- ✓ **Carrying out of share buy-back programmes**, followed by share cancellation and reduction of the Company's share capital, subject to approval by the Company's shareholders.

The same policy stipulates that, in order to increase the portion of net profit retained by the Company for implementing investment programs and ensuring the sustainability of its operations, in full agreement with the shareholders' long-term interests, the Company may consider **implementing buy-back programmes**

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Societate administrată în sistem dualist

and/or distributing cash dividends with a payout ratio of approximately 30% of the net profit achieved and distributed.

If, in agreement with the general macroeconomic and investment context, the Company identifies investment opportunities that have the potential to increase the Net Asset Value per Share and the market price of TRANSI shares, it may propose the allocation of the entire profit to legal reserves and/or other own financing sources, subject to approval of the general meeting of shareholders. The rationale behind such a decision will be detailed in the annual proposal regarding the appropriation of the financial year's profit.

At the same time, the Shareholder remuneration policy stipulates that the redemption of own shares is the main method that the Company's Executive Board may propose if the average trading discount of TRANSI shares (calculated for a semester as average of the monthly indicators, determined as a ratio between the average monthly trading price and the Unitary Net Asset Value for the previous month) exceeds the 40% threshold.

THE COMPANY'S PROPOSAL regarding the distribution of the net profit recorded in the financial year 2025 and setting of the gross dividend per share

Item 3 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026, stipulates:

Approval of the distribution of the net profit recorded in the financial year 2025 and setting of the gross dividend per share at RON 0.0165/share.

The annual financial statements for the year 2025, prepared by the Company according to the IFRS standards, as they are submitted to the Ordinary General Meeting of Shareholders for approval, include the following data regarding the profit:

- RON-

Net operating income	230,647,950.65
Total operating expenses	38,827,502.33
Profit before tax	191,820,448.31
Income tax expense	298,081.74
Net profit to be distributed	**192,118,530.05**

The Company's management proposes and recomm3nds the Ordinary General Meeting of Shareholders to approve the following distribution of the 2025 net profit:

No.	Destination	Amount (RON)
1.	Dividends	32,260,901.92 **(RON 0.0165/share)**
2.	Other reserves – Own financing sources set-up from profit	159,857,628.13
	TOTAL net profit achieved and distributed	**192,118,590.05**

The total dividend amount was determined in accordance with the provisions of art. 105 of Law no. 31/1990 on companies, for shares that give the right to dividends (**1,955,206,177 shares**). The own shares redeemed and held by the Company, which do not give the right to dividends (**171,233,823 shares**), have been excluded from the calculation. We mention that, in item 4 on the agenda of the Extraordinary General Meeting of Shareholders of April 29/30, 2026, the shareholders are invited to approve the reduction of the share capital by RON 17,123,382.30, as a result of the cancellation of 171,233,823 own shares acquired by the Company under the buyback programme approved through the EGMS Resolution no. 1/10.03.2025.

The gross dividend to be paid for one share held as at the record date is **RON 0.0165**, accounting for a 3.95% yield by reference to the average trading price of TRANSI shares on the BVB-REGS market in the year 2025.

The proposed gross dividend for the financial year 2025 (RON 0.0165/share) implies a **dividend payout ratio** of approximately **17%** of the net profit recorded in the financial year 2025.

In order to implement a balanced shareholder remuneration structure, which targets both direct remuneration (dividend gain) and indirect remuneration (capital gain facilitated by the reduction of the trading discount), the Company additionally proposed to shareholders the approval of a buyback programme that envisages the redemption of a maximum of 155,000,000 shares, representing 7.29% of the share capital, with a maximum value of **RON 108.5 million**, for the purpose of reducing the share capital.
The aggregate value of the amounts intended for the direct and indirect remuneration of shareholders, proposed by the Company, is maximum of **RON 140.76 million**, representing approx. 73% of the net profit recorded in the financial year 2025.

The payment of the dividends distributed from the profit recorded in the 2025 financial year will be carried out in accordance with the applicable legal provisions. The costs associated with dividend payment will be borne by the shareholders. The payment methods and related procedures will be established by the Executive Board and communicated to the shareholders through a notice published in a national newspaper and on the Company's website: www.transilvaniainvestments.ro.

The shareholders entitled to receive dividends distributed from the 2025 net profit are those registered in the consolidated Shareholders' Register on the record date, as approved by the Ordinary General Meeting of Shareholders, in accordance with the provisions of Law no. 24/2017 *on the issuers of financial instruments and market operations*. The Company's management proposes to the ordinary general meeting of shareholders to approve the date of **19.10.2026** as the *record date* and the date of **29.10.2026**, as the *payment date*.

Marius-Adrian MOLDOVAN
Executive President

Răzvan-Legian RAȚ
Executive Vice-President

Dragos-Ionuț BOSÎNCEANU
Compliance Officer