Transilvania Investments

Information material regarding item 4 on the agenda of the Extraordinary General Meeting of Shareholders of April 29(30), 2026

Approval of the share capital reduction

Item 4 on the agenda of the Extraordinary General Meeting of Shareholders of April 29(30), 2026, stipulates:

(1) Approval of the reduction in the share capital of Transilvania Investments Alliance S.A., in accordance with art. 207 para. (1) letter c) of Law 31/1990, by RON 17,123,382.30, from RON 212,644,000 to RON 195,520,617.70, due to the cancelation of 171,233,823 own shares acquired by the Company under the buyback programme approved through the EGMS Resolution no. 1/10.03.2025.
(2) After the share capital reduction, the share capital of Transilvania Investments Alliance S.A. will amount to RON 195,520,617.70, divided into 1,955,206,177 shares with a nominal value of RON 0.10 /share. Article 7 of Articles of Incorporation will be amended to reflect the reduction in the share capital as follows:
"Art. 7 - The subscribed and paid-in share capital is RON 195,520,617.70 and is divided into 1,955,206,177 registered shares."

Through the **EGMS Resolution no. 1/10.03.2025**, the shareholders *approved the Company's buyback of its own shares, on the market where the shares are listed and/or through public tender offers, including public tender offers carried out through exchange offers, in accordance with the applicable legal provisions (the "Buyback Programme"), under the following conditions:*

- The Buyback Programme shall target the buyback of a maximum of 185,000,000 shares;
- The Buyback Programme shall be performed at a minimum price of RON 0.3000 per share and a maximum price of RON 0.5000 per share;
- The aggregate value of the Buyback Programme shall be up to RON 92,500,000;
- Should the Company carry out public tender offers through exchange offers under the Buyback Programme, the Company will offer shares issued by THR Marea Neagră S.A., symbol „EFO", ISIN ROEFRIACNOR6, listed on the regulated market operated by Bursa de Valori București S.A., Standard category in exchange for up to 150,000,000 own shares, and cash for the difference;
- The buyback transactions shall have as object only fully paid shares;
- The Buyback Programme shall have the following purposes: (i) reduction of the share capital by cancelling up to 175,000,000 shares issued by the Company; the reduction of the share capital and the amendment of the Company's Articles of Incorporation will be approved by the Extraordinary General Meeting of Shareholders of the Company, which will be able to approve one or more share

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

capital reduction operations as the shares are repurchased and the Extraordinary General Meeting of Shareholders of the Company is convened; and (ii) distribution free of charge of up to 10,000,000 shares issued by the Company to the Supervisory Board members, the Executive Board members and the identified personnel within a Stock Option Plan program, in accordance with the remuneration policy approved at the Company level;

- The implementation of the Buyback Programme will be made from the Company's own sources which, in order to avoid any misunderstanding, will include shares held by the Company in THR Marea Neagră (in the case of public tender offers carried out through exchange offers, in accordance with the applicable legal provisions) and cash;
- The Buyback Programme shall be performed in a period of maximum of 18 months from the registration date of the EGMS Resolution with the Trade Register; and
- The Executive Board is authorized to adopt any decision and perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolutions to be adopted by the EGMS in respect to this item on the agenda.

Based on the above-mentioned E.G.M.S. resolution, the Company carried out the following buy-back transactions:

<u>**16 May 2025 – 27 August 2025**</u> - first stage of the buy-back programme having as subject the buy-back of shares with the purpose of reducing the share capital by cancelling the bought-back shares - acquisitions through transactions at the BSE

Number of shares bought back: 9,738,844 shares
Average price: RON 0.3964 /share
Total value of the shares bought back: RON 3,860,439.34
Intermediary: BT Capital Partners

<u>**29 August 2025 – 31 January 2026**</u> - second stage of the buy-back programme having as subject the buy-back of shares with the purpose of reducing the share capital by cancelling the bought-back shares - acquisitions through transactions at the BSE

Number of shares bought back: 6,861,156 shares
Average price: RON 0.4639 /share
Total value of the shares bought back: RON 3,182,843.64
Intermediary: BT Capital Partners

We mention that, from the date of submission to the F.S.A. of the documentation related to the public tender offer until the date of completion of the public offer, which took place between November 24, 2025, and December 8, 2025, Transilvania Investments did not carry out any transactions under the second stage of the buyback programme.

<u>**24 November 2025 – 08 December 2025**</u> - Public Tender Offer having as subject the buy-back of 158,400,000 shares with the purpose of reducing the share capital by cancelling the bought-back shares

Number of shares bought back: 154,633,823 shares
Average price: RON 0.5000 /share
Total value of the shares bought back: RON 77,316,911.50
Intermediary: BT Capital Partners

Overall, Transilvania Investments bought back, under the first two stages and the Public Tender Offer, a total number of **171,233,823 shares**, at an average price of RON 0.4927 per share, for a total value of RON 84,360,194.48, out of the total number of maximum 175,000,000 shares intended for the reduction of the share capital.

As a result, the difference between the total number of shares subject to the buyback programme approved through the EGMS Resolution no. 1/10.03.2025 (maximum 185,000,000 shares) and the total number of bought-back shares (171,233,823 shares) is 13,766,177 shares, of which 3,766,177 shares intended for share capital reduction and 10,000,000 shares for distribution under the Stock Option Plan 2025.

Please note that according to item 2 on the EGMS agenda of April 29(30), 2026 the shareholders are invited to approve the termination of the of the buyback programme approved through the EGMS Resolution no. 1/10.03.2025 starting with 01.05.2026, and according to item 3 on the same agenda, the shareholders are invited to approve a new buyback programme.

Considering the fulfilment of the obligations provided by Law no. 31/1990 and the **purpose** for which the **171,233,823 shares have been acquired** under the buyback programme approved through the E.G.M.S. Resolution no. 1/10.03.2025, the Extraordinary General Meeting of Shareholders of 29/30.04.2026 is asked to approve **the reduction of the share capital** of Transilvania Investments Alliance S.A. as a result of **cancellation of 171,233,823** own shares acquired by the Company.

The share capital reduction will be performed in accordance with the legal provisions, after two months from the date when the E.G.M.S. Resolution is published in the Official Gazette of Romania, Part IV, according to art. 208 para. (1) of Law no. 31/1990 on companies.

In accordance with **item 5** on the EGMS agenda of April 29(30), 2026, the shareholders are invited 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 EGMS resolution.*

After the share capital reduction, the share capital of Transilvania Investments Alliance S.A. will amount to RON 195,520,617.70, being divided into 1,955,206,177 shares, with a nominal value of RON 0.10/share.

Marius-Adrian MOLDOVAN
Executive President

Dragos-Ionuț BOSÎNCEANU
Compliance Officer