Transilvania Investments

Information material regarding item 5 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026

Approval of the free allocation of 3,000,000 shares to the Supervisory Board, representing the variable remuneration for the year 2024

A. Item 5 on the agenda of the Ordinary General Meeting of Shareholders of April 29(30), 2026, stipulates:

Approval of the free allocation of 3,000,000 shares to the Supervisory Board representing the variable remuneration for the year 2024 (approved through the EGMS Resolution no. 1/28.04.2025), in accordance with the information presented in the information material related to this item on the OGMS agenda.

A.1. General framework

- Through **the Resolution of the Extraordinary General Meeting of Shareholders dated 22.04.2024**, the shareholders approved a buyback programme under which the Company redeemed own shares to be distributed free of charge to the members of the Supervisory Board, the Executive Board and the identified personnel, within a Stock Option Plan (SOP) program.
- Through **the Resolution of the Ordinary General Meeting of Shareholders dated 28.04.2025**, the shareholders approved the degree of fulfilment of the Company's performance indicators for 2024 and the variable remuneration for 2024 for the Supervisory Board, consisting of 3 million shares, grantable under the terms of the Stock Option Plan for 2024 and the Remuneration Policy.
- The same Ordinary General Meeting of Shareholders, through Resolution no. 1/28.04.2025, **approved the liability discharge** of the Supervisory Board members, namely Patrițiu Abrudan, Marius-Petre Nicoară, Cosmin-Vasile Turcu and Horia-Cătălin Bozgan, and rejected the liability discharge of Constantin Frățilă, also a member of the Supervisory Board, for the activity carried out in the financial year 2024, corresponding to the duration of the mandate held by each of them.
- The information materials related to the Ordinary General Meeting of Shareholders and the OGMS Resolution no. 1/28.04.2025 are available on the Company's website, in *Investor relations/GMS/OGMS April 28(29), 2025* section.
- In accordance with the ***Incentive and reward plan*** *for the identified personnel for the year 2024,* approved in October 2024 (the "Plan"), the **vesting criteria** provide that *for the Subscription Option to entry into force, it is necessary that the Beneficiaries have held uninterruptedly during the entire*

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vesting period and on the date of subscription the capacity as Employee, Member of the Executive Board or Member of the Supervisory Board, and have met the other Conditions for Granting, including the Performance Indicators.

- During the vesting period (i.e. the one-year period that begins from the date of the Letter of grant), the mandate of the members of the Supervisory Board, who were re-elected by the OGMS of 16.12.2024 for a new mandate, ended on 19.04.2025, and on 31.12.2025 they were still in the procedure of authorization by the FSA. Therefore, ***on the subscription date*** they were not members of the Supervisory Board and the collegial body was not formed. At the same time, we would like to point out that, on 27.12.2024, the Company registered Mr. Constantin Frățilă's resignation from the position of member of the Supervisory Board as of 01.01.2025.

- The Plan provides that, *in accordance with the principles of assessing the performance in a multi-annual framework and the long-term commitment to the company, the decision-making body may not grant rights to the identified personnel (may not grant shares/may not accept a subscription option form/may not pay an initial and/or deferred instalments consisting of shares and/or cash, without being limited to these), if the identified person terminates the contractual relationship with Transilvania Investments (e.g. termination of the mandate contract, termination of the employment contract, termination of a certain form of collaboration, but not limited to these, as the case may be), regardless of whether the identified person has received/signed a Letter of Grant and/or has submitted a subscription option form*.

- The Company published on 16.10.2025 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 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.* In accordance with this document, *the information regarding the implementation of the OGMS Resolution no. 1/28.04.2025 on the variable remuneration for the year 2024 for the members of the Supervisory Board will be subject to a subsequent disclosure.*

- **The fixed remuneration** for the year **2024** for the Supervisory Board members was established through the OGMS Resolution no. 1/22.04.2024, as follows: *Art. 4 – Approval of the monthly remuneration of the Supervisory Board members, as follows:* ***2.43*** *average gross salaries per Company for* ***each member*** *of the Board,* ***2.84*** *average gross salaries per Company for the* ***Deputy Chairman*** *and* ***3.56*** *average gross salaries per Company for the* ***Chairman****. The average gross salary, based on which the remuneration of the Supervisory Board members is calculated, is the one recorded in the last month of 2023.*

- **Periods corresponding to the duration of the mandate** of the Supervisory Board members in 2024:

Patrițiu Abrudan – Chairman (liability discharge approved)	01.01.2024 - 31.12.2024
Marius-Petre Nicoară – Deputy Chairman (liability discharge approved)	01.01.2024 - 31.12.2024
Constantin Frățilă – Member (liability discharge rejected)	01.01.2024 - 31.12.2024
Cosmin-Vasile Turcu – Member (liability discharge approved)	09.02.2024 - 22.04.2024 11.07.2024 – 31.12.2024
Horia-Cătălin Bozgan – Member (liability discharge approved)	09.02.2024 - 22.04.2024 11.07.2024 – 31.12.2024

Information on the duties and activity of the members of the Supervisory Board in 2024 is presented in *the Executive Board's Report for the financial year ended December 31, 2024* and the *Supervisory Board's Report for the year 2024,* available on the Company's website www.transilvaniainvestments.ro, in the *OGMS April 2025* section.

Also relevant for the shareholders' resolution is the information published by Transilvania Investments in the *Information document in accordance with the provisions of art. 29 of the FSA Regulation no. 1/2019* and in the *supplementation material*, presented to shareholders at the Ordinary General Meeting of Shareholders of 16.12.2024.

At the same time, the above information is supplemented by the information communicated to the shareholders and investors through the Current Report no. 1568/14.03.2025, published on the Bucharest Stock Exchange website on 14.03.2025, on the exceptional event regarding the stake held by Transilvania Investments in Nova Tourism Consortium S.A.

Considering the information presented above and the current structure of the Supervisory Board, respectively a structure that does not allow it to make statutory decisions, the shareholders are invited to adopt a decision in respect to the above-mentioned Supervisory Board members, discharged of liability, namely a derogation from the provision on the fulfilment of the vesting period, respectively the granting free of charge of the shares afferent to SOP 2024, under the conditions of a vesting period of approximately 6 months.

At the same time, in accordance with item 13 on the OGMS 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 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 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 this 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.

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

Marius-Adrian MOLDOVAN
Executive President

Dragoș-Ionuț Bosînceanu
Compliance Officer