Transilvania Investments

DRAFT RESOLUTION

Resolution no. 1 of the Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A. of April 29(30), 2026

The Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A., with the required quorum and majority recorded in the Meeting Minutes no. 1 of April 29(30), 2026, drawn up for the meeting works which took place on the first/second convening date, considering the agenda, published in the Official Gazette of Romania-Part IV no. _______ /27.03.2026, in the national newspapers "Bursa" and "Curierul Național" and in the local newspaper "Transilvania Expres" on 27.03.2026 and on the Company's website www.transilvaniainvestments.ro, and considering the materials presented in respect to the items on the agenda, as well as the votes, within a quorum of ______% of the voting rights, votes cast directly, through an authorized representative or by correspondence (electronic vote included), under article 115 of Law 31/1990, republished in 2004, as further amended and supplemented,

DECIDES:

Art. 1 – Approval/rejection of the election of the meeting secretariat comprising two members, namely Mrs. Mihaela Susan and Mrs. Adriana Păduraru, shareholders whose identification data is available at the Company's headquarters, responsible for verifying shareholders' attendance, fulfilment of the formalities required by the law and the Articles of Incorporation for carrying out the general meeting, counting the votes cast during the general meeting and drafting the meeting minutes.

This article was approved/rejected with ..... votes "....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.

Art. 2 – Approval/rejection of the termination of the buyback programme, approved through the EGMS Resolution no. 1/10.03.2025, starting with 01.05.2026

This article was approved/rejected with ..... votes "....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.

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CUI/CIF: RO 3047687
R.C. J08/3306/1992
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: 215.044.379,70 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

Art. 3 – Approval/rejection of the buyback by the Company of its own shares, through public tender offers and/or transactions on the market where the shares are listed, in compliance with the applicable legal provisions (the "Buyback Programme"), under the following conditions:

(i) The Buyback Programme shall envisage the buyback of a maximum of 185,000,000 shares with a nominal value of RON 0.10/share, representing 8.70% of the share capital; the buyback transactions shall have as object only fully paid shares;
(ii) The Buyback Programme shall be performed at a minimum price of RON 0.1000 per share and a maximum price of RON 0.7000 per share. The aggregate value of the Buyback Programme shall be up to RON 129,500,000;
(iii) The duration of the Buyback Programme - maximum of 18 months from the registration date of the EGMS Resolution with the Trade Register;
(iv) Payment of bought-back shares - from the available reserves (except for legal reserves), recorded in the last approved annual financial statements;
(v) Purpose of the Buyback Programme: 30,000,000 shares, for free distribution to the identified staff under a Stock Option Plan program/programs, approved or to be approved, in compliance with the Company's remuneration policy, and maximum 155,000,000 shares, for share capital reduction, by cancelling the bought-back shares.

This article was approved/rejected with ..... votes "....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.

Art. 4 – (1) Approval/rejection 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 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. After the completion of the share capital reduction, article 7 of Articles of Incorporation will be amended 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."

This article was approved/rejected with ..... votes ".....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.

Art. 5 – Approval/rejection of 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.

This article was approved/rejected with ..... votes ".....", representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes "For" and ...... votes "Against". A number of ...... abstentions were registered for this article and ...... votes were cancelled.

Art. 6 – Approval/rejection of the date of **19.10.2026** as the *record date* (*ex-date* 16.10.2026), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions.

This article was approved/rejected with ..... votes “.....”, representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes “For” and ...... votes “Against”. A number of ...... abstentions were registered for this article and ...... votes were cancelled.

Art. 7 – Approval/rejection of the authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the Resolution of the Extraordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

This article was approved/rejected with ..... votes “.....”, representing ...... % of the total votes held by the shareholders who attended the meeting in person and those who voted by correspondence, respectively ....% of the total votes cast. A number of ...... valid votes were cast for this article, representing ....% of the total number of the voting shares and were distributed as follows: ...... votes “For” and ...... votes “Against”. A number of ...... abstentions were registered for this article and ...... votes were cancelled.

Executive President
Marius-Adrian MOLDOVAN

Meeting secretariat,
Mihaela Susan
Adriana Păduraru