

NOTICE
regarding the Tender Offer
for shares issued by TRANSILVANIA INVESTMENTS ALLIANCE S.A. for a price of
RON 0.63 /share
F.S.A. Decision no. 640/25.06.2026

THE APPROVAL OF THE TENDER OFFER DOCUMENT HAS NO VALUE OF GUARANTEE, AND IT DOES NOT REPRESENT ANOTHER FORM OF ASSESSMENT BY F.S.A. OF THE APPROPRIATENESS, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISK WHICH COULD ENTAIL THE TRANSACTIONS TO BE CONCLUDED BY ACCEPTING THE TENDER OFFER, WHICH IS THE SUBJECT OF THE APPROVAL DECISION; THE APPROVAL DECISION CERTIFIES ONLY THAT THE TENDER OFFER DOCUMENT COMPLIES WITH THE REQUIREMENTS OF THE LAW AND THE REGULATIONS ADOPTED IN ITS IMPLEMENTATION

Name and registered office of the targeted company:

TRANSILVANIA INVESTMENTS ALLIANCE S.A., a company managed under a two-tier system, hereinafter referred to as the “Issuer”, a joint-stock company with the registered office in Brasov, Str. Nicolae Iorga 2, Brasov County, registered with the Trade Register Office under no. J1992003306085, having Sole Registration Code 3047687.

The Issuer’s share capital is RON 212,644,000, representing 2,126,440,000 dematerialized, registered shares with a par value of RON 0.10/share, each share granting equal rights. The main object of activity of the Issuer is “Other financial service activities, n.e.c., except insurance and pension funding” (NACE code 6499).

The shareholding structure as at 31.05.2026 is as follows:

No.	Shareholder	Number of shares held	Percentage (%)
1	Resident individuals	1,004,463,460	47.24%
2	Non-resident individuals	12,641,129	0.59%
3	Resident legal entities	1,095,075,165	51.50%
4	Non-resident legal entities	14,260,246	0.67%
	TOTAL	2,126,440,000	100 %

Name and registered office of the Bidder:

The Bidder within the Tender Offer is TRANSILVANIA INVESTMENTS ALLIANCE S.A., hereinafter referred to as the “**Bidder**”, a joint-stock company with the registered office in Brasov, Str. Nicolae Iorga 2, Brasov County, registered with the Trade Register Office under no. J1992003306085, having Sole Registration Code 3047687.

The Bidder's share capital is RON 212,644,000, representing 2,126,440,000 dematerialized registered shares with a par value of RON 0.10/share.

The shareholding structure as at 31.05.2026 is as follows:

No.	Shareholder	Number of shares held	Percentage (%)
1	Resident individuals	1,004,463,460	47.24%
2	Non-resident individuals	12,641,129	0.59%
3	Resident legal entities	1,095,075,165	51.50%
4	Non-resident legal entities	14,260,246	0.67%
	TOTAL	2,126,440,000	100 %

Number of securities subject to the Tender Offer:

The subject of the Tender Offer is the purchase of a package of up to **160,000,000 shares** issued by **TRANSILVANIA INVESTMENTS ALLIANCE S.A.**, that are not in the possession of the Bidder, representing 7.5243% of the total share capital of the Issuer, having as purpose, in the following order: 30,000,000 shares, for distribution, free of charge, to the identified staff under a Stock Option Plan program(s), approved or to be approved, in compliance with the Company's remuneration policy, and 130,000,000 shares, for share capital reduction, by cancelling the bought-back share.

The purchase of shares by the Bidder within the Tender Offer is part of the buy-back programme approved under Resolution no. 1 of the Extraordinary General Meeting of the Bidder's Shareholders of 29 April 2026, published in the Official Gazette of Romania, Part IV, no. 3538 of 9 June 2026, having as purpose, in the following order: 30,000,000 shares, for distribution, free of charge, to the identified staff under a Stock Option Plan program(s), approved or to be approved, in compliance with the Company's remuneration policy, and 130,000,000 shares, for share capital reduction, by cancelling the bought-back shares.

Offer Price:

The Offer Price is RON 0.63/share ("Offer Price"), minus the trading fees and the fees afferent to the payment of the share price.

The Offer Price was established in compliance with Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, and F.S.A. Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

Intermediary: BT CAPITAL PARTNERS S.A., with the registered office in Cluj-Napoca, Bulevardul 21 Decembrie 1989 nr. 77, Clădirea The Office, Corpurile C-D, intrare C, etaj 2, Cluj County, registered with the Trade Register Office under no. J1994003156125, Sole Registration Code 6838953, a company authorized by the F.S.A. under Decision no. 2330/22.07.2003, shall provide financial investment services regarding the Tender Offer, acting in the capacity of Intermediary.

Number of shares issued by the targeted Company that are held by the Bidder and the individuals legally presumed to act in concert

As at 21.05.2026, the Bidder directly holds 171,233,823 shares issued by the Issuer, and the individuals legally presumed to act in concert with the Bidder as concerns the Issuer hold 2,822,432, shares, representing 0.1327% of the total number of shares issued by the Issuer, as follows:

- Marius Adrian Moldovan – 1,941,600 shares
- Raț Răzvan-Legian – 880,800 shares
- Adriana Tiron-Tudor – 32 shares

Offer Document: The Bidder has prepared an Offer Document which is available to the public during the Offer period, free of charge, in hard-copy, at the headquarters of **TRANSILVANIA INVESTMENTS ALLIANCE S.A.**, during the normal business hours, in Brasov, Str. Nicolae Iorga 2, Brasov County, and at the headquarters of BT CAPITAL PARTNERS (the “Intermediary”), the financial investment service company acting as an intermediary for the Tender. The Offer Document is available at: www.btcapitalpartners.ro, www.transilvaniainvestments.ro and B.S.E. website (www.bvb.ro).

Tender Offer Period. This Tender Offer is valid for 10 business days, and shall be initiated on the 4th (fourth) business day as of the date on which the tender offer notice is published in a national and a local newspaper in printed or online format, and also on the following websites www.bvb.ro, www.transilvaniainvestments.ro and www.btcapitalpartners.ro.

The Tender Offer Period shall be 10 business days, from **01.07.2026** until **14.07.2026**.

BIDDER

TRANSILVANIA INVESTMENTS ALLIANCE S.A.

Executive President

Marius-Adrian Moldovan

INTERMEDIARY

BT CAPITAL PARTNERS S.A.

General Manager

Daniela Secară