Transilvania Investments

DRAFT RESOLUTION

Resolution no. 1 of the Extraordinary General Meeting of Shareholders of Transilvania Investments Alliance S.A. of July 9(10), 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 July 9(10), 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. 3389/04.06.2026, in the national newspaper "Bursa" and in the local newspaper "Transilvania Expres" on 04.06.2026 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 of the election of the meeting secretariat comprising two members, namely Mrs. Mihaela Susan and Mr. Cosmin Mihai Stănciulescu, 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 with ..... votes "For", 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 of the amendment and supplementation of the Company's Articles of Incorporation as follows:

(i) Art. 6 para. 3 is supplemented with letter c) which will have the following wording:

"c) granting loans on behalf of the fund"

(ii) Art. 8 para. 2 is amended and will have the following wording:

"(2) The share capital may be increased or decreased based on the resolution of the extraordinary general meeting of shareholders, according to the legal provisions in force. Any increase in the share capital may be delegated to the competence of the Executive Board only up to the maximum limit approved by the E.G.M.S. and only for a maximum period of 4 years. This delegation may be renewed by the E.G.M.S. for a new period which, for each renewal, may not exceed 4 years."

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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

(iii) Art. 15 para. 1 is amended and 3 new paragraphs are added (para. 1^1, para. 1^2, and para. 1^3) which will have the following wording:

"Art. 15 - (1) The Company is managed in a two-tier system by an Executive Board under the control of the Supervisory Board. The mandate of the Supervisory Board members is granted for a period of up to 4 years. The Supervisory Board is comprised of 3 members natural persons, who must meet the conditions provided for by the legislation in force for holding such position.

(1^1) The provisions of para. (1) may not be considered as having as its purpose or effect the restriction, annulment or modification of the legal right of shareholders to request and obtain the application of the cumulative voting method, a right which remains fully recognized and guaranteed under the law.

(1^2) In the event that, in compliance with the deadlines and legal requirements provided for by art. 85 of Law no. 24/2017, the entitled shareholders request in writing the application of the cumulative voting method for the election of the Supervisory Board members, the Company will comply with the request, through the direct and appropriate application of the mandatory legal provisions.

(1^3) Under the conditions described in para. (1^2), by the direct application of the provisions of art. 85 of Law no. 24/2017 the total number of vacancies subject to election at the respective general meeting is increased by operation of law to 5 (five) members, and the election of the entire composition of the Supervisory Board by the cumulative voting method will be carried out with the application of the technical voting procedure provided by the F.S.A. Regulation no. 5/2018, the members in office being enrolled by operation of law on the list of candidates.

(iv) Art. 17 para. 7 is amended and will have the following wording:

"(7) The Supervisory Board may establish advisory committees, each comprising at least two members, responsible for conducting investigations and providing recommendations to the Board. The establishment of the Audit Committee and the Nomination and Remuneration Committee is mandatory. At least one member of the audit committee shall have expertise in accounting and statutory audit fields."

(v) Art. 23 is amended and will have the following wording:

"Art. 23 – The Executive Board members shall submit the annual financial statements, accompanied by the reports of the Executive Board, the Supervisory Board and the financial auditor to the F.S.A. and to the other institutions provided for by the applicable legal regulations."

This article was approved with ..... votes "For", 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. 3 – Approval of the date of 24.07.2026 as the record date (ex-date 23.07.2026), 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 with ..... votes "For", 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 – Approval of the empowerment 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 with ..... votes "For", 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
Cosmin Mihai Stănciulescu