



**To: Bucharest Stock Exchange
Financial Supervisory Authority**
Financial Instruments and Investments Sector

CURRENT REPORT
According to Law no. 24/2017 and F.S.A. Regulation no. 5/2018
Report date: 02.09.2025

Transilvania Investments Alliance S.A.
Headquarters: 2, Nicolae Iorga Street, Brasov 500057
Telephone: +40 268 415529, 416171; Fax: +40 268 473215, 473216
Tax registration code: RO3047687
Order number in the Trade Register: J08/3306/92
LEI Code (Legal Entity Identifier): 254900E2IL36VM93H128
Subscribed and paid-in share capital: RON 215,044,379.70
Regulated market on which the issued securities are traded: B.S.E., Premium Category (Symbol: TRANSI)

Important event to be reported: Convening of the Ordinary and Extraordinary General Meetings of Shareholders

The Company's Executive Board decided in the meeting of **02.09.2025** to convene the **Ordinary and Extraordinary General Meetings of Shareholders**, in accordance with the following convening notice:

**The Executive Board
of Transilvania Investments Alliance S.A.,**

headquartered in Brasov, 2 Nicolae Iorga Street, Brasov County (hereinafter referred to as "*the Company's headquarters*"), registered with the Trade Register Office attached to the Brasov Tribunal under no. J08/3306/1992, with Fiscal Registration Code RO3047687 (hereinafter referred to as "*the Company*"), hereby convenes:

- (i) **the Ordinary General Meeting of Shareholders** (hereinafter referred to as "*OGMS*") on **07.10.2025, 10:00 a.m.**
- (ii) **the Extraordinary General Meeting of Shareholders** (hereinafter referred to as "*EGMS*") on **07.10.2025, 11:00 a.m.**

The meetings will take place in Brasov, 27 Eroilor Boulevard, at Aro Palace Hotel.

Should the validity conditions be not met on the first convening date, the OGMS/EGMS is/are convened on **08.10.2025**, with the same agenda and at the same venue and time.

The convening is carried out in compliance with the provisions of Law 24/2017 *on issuers of financial instruments and market operations* (hereinafter referred to as "Law 24/2017"), the F.S.A. regulations issued for the enforcement of the above-mentioned law, Law 31/1990 *on companies*, republished in 2004, as further amended and supplemented (hereinafter referred to as "Law 31/1990") and the Company's Articles of Incorporation.

The Company's share capital is composed of 2,150,443,797 registered and indivisible shares of equal value, issued in a dematerialized form, each share granting the right to one vote in the general meetings of shareholders, except for the shares bought-back by the Company which have the voting right suspended, according to art. 105, para. 2 of Law 31/1990. At the convening date, the Company holds 44,150,457 own shares acquired under the buy-back programmes, shares which have the voting rights suspended. The Company will publish the number of voting rights as at the reference date, on its website www.transilvaniainvestments.ro, in the section "*OGMS October 2025*" and "*EGMS October 2025*".

The shareholders entitled to attend and vote in the general meetings of shareholders are the shareholders who will be registered in the Shareholder Register at the end of **24.09.2025**, set as the reference date for these general meetings.

I. The Ordinary General Meeting of Shareholders will have the following agenda:

1. 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.
2. Approval of the variable remuneration for 2024 for the members of the Executive Board, within the limits approved by the general meeting of shareholders through the Remuneration Policy and the Stock Option Plan programs, in accordance with the information provided in the information material related to this item on the OGMS agenda.
3. Approval of the empowerment of the Executive Board to carry out the annual performance assessment of the persons holding key positions, respectively the compliance officer and the risk manager, and to establish their variable remuneration for the year 2024.
4. Approval of the empowerment of the members of the Executive Board to carry out the necessary formalities for the fulfilment of the OGMS resolution.
5. Approval of the date of 23.10.2025 as the record date (ex-date 22.10.2025), in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the OGMS resolutions.
6. Authorization of Mr. Marius-Adrian Moldovan, Executive President, to sign the Resolution of the Ordinary General Meeting of Shareholders and to fulfil the formalities for the registration and publication thereof.

II. The Extraordinary General Meeting of Shareholders will have the following agenda:

1. 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.
2. Approval of the closure of the Company's representative office/work point in Bucharest, Ana Tower Building, Poligrafiei Boulevard no. 1A, 1st Floor, Zone B, Sector 1, in compliance with the legal requirements regarding publicity and deletion, and approval of the amendment of

Article 3 of Articles of Incorporation, by removing paragraph (3), following the closure of the representative office/work point, which will have the following wording:

"Art. 3 - (1) The Company's headquarters is located in Brasov, 2 Nicolae Iorga Street, Brasov County, Romania.

(2) As necessary and appropriate, the Executive Board may establish or close branches, subsidiaries, agencies, representative offices, as well as work points, both in the country and abroad, with the endorsement of the Supervisory Board and by observing the legal requirements regarding authorization and publicity."

3. Approval of:
 - a) the Company's exit strategy, as presented in the presentation material related to this item on the EGMS agenda (the **"Exit Strategy"**), which will be an integral part of the Transilvania Investments Alliance's 2024-2028 Strategy, approved by the OGMS of April 22, 2024.
 - b) the authorization of the Company's Executive Board to conclude any and all acts (including any acts of disposition) and operations necessary, useful and/or opportune in view of and in connection with the implementation of the Exit Strategy (referred to as the **"Exit Transactions"**), to issue any decision and to perform all necessary, useful and/or opportune legal acts and facts, respectively all formalities, including regarding, but not limited to: (i) negotiating, as well as establishing and approving the contractual terms and conditions (including the price and/or any relevant consideration) related to the Exit Transactions, under the conditions described in the Exit Strategy (with the possibility of derogation, in accordance with the provisions of the Exit Strategy, from any internal policies and/or procedures applicable to asset sales); (ii) negotiating, approving and signing any contracts in connection with the Exit Transactions and/or any other arrangements, contracts (including service and consultancy contracts), certificates, statements, records, notices, addenda and any other necessary, useful and/or opportune acts and documents, (iii) carrying out any formalities and authorizing and/or carrying out any other actions necessary to give full effect to the Exit Transactions, and (iv) empowering, as the case may be, the Company's representatives to sign any such documents, perform any such formalities and perform any such actions.
4. Approval of the empowerment of the members of the Executive Board to carry out the necessary formalities for the fulfilment of the EGMS resolution.
5. Approval of the date of 23.10.2025 as the *record date (ex-date 22.10.2025)*, in accordance with the applicable legal provisions, for the identification of the shareholders who are subjected to the effects of the EGMS resolutions.
6. 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.

III. Adding new items to the OGMS/EGMS agenda. Requirements. Deadline.

In accordance with article 105 of Law 24/2017, one or more shareholders individually or jointly representing at least 5% of the share capital, has/have the right: **(i)** to add items to the agenda of the general meetings, provided that each item is accompanied by a justification or by a draft resolution proposed for approval of the general meeting and **(ii)** to present draft resolutions for the items on the agenda or proposed to be added to the agenda of the general meeting.

The shareholders' request to supplement the agenda shall include provisions that fall within the legal duties of the OGMS/EGMS and fulfil the following conditions:

- (i)** the request shall be made only in written, until **19.09.2025**, 10:00 a.m., by submitting the original documents to the Company's headquarters or by sending them by e-mail at

office@transilvaniainvestments.ro with qualified electronic signature (according to Law 214/2024 on the use of electronic signature);

- (ii) the capacity as shareholder, in the case of natural persons and the capacity as legal representative, in the case of legal entities or entities without legal personality shall be ascertained based on the List of shareholders received by the Company from Depozitarul Central S.A. or based on the documents issued by Depozitarul Central S.A. or by the participants providing custody services, respectively the account statement indicating the capacity as shareholder and the number of shares held and the documents attesting the registration of the information regarding the legal representative with Depozitarul Central S.A. or with the respective participants, as the case may be;
- (iii) each new item proposed to be added to the agenda shall be accompanied by a justification or by a draft resolution submitted to the OGMS/EGMS for approval.

Should the exercise of the right to add new items to the agenda determine the change of the OGMS/EGMS agenda that has already been communicated to shareholders, the Company will make available a new agenda using the same procedure as the one used in respect to the initial agenda, before the reference date set for this OGMS/EGMS, in such a way that the entitled shareholders are notified of this change.

The documents submitted by shareholders in a foreign language (except for identity documents and documents drafted in English) shall be accompanied by a translation into Romanian or English carried out by a certified translator.

IV. Documents related to the OGMS/EGMS

The documents related to the items on the agenda, the procedure for voting by proxy and by correspondence, including by electronic means and the draft resolutions will be available starting on **05.09.2025**, during working days, at the Company's headquarters and on its website, under the "OGMS October 2025 and "EGMS October 2025" sections.

The shareholders may obtain from the Company's headquarters, upon request and for a fee, copies of the documents pertaining to the items included on the agenda, or they may print them from the Company's website.

V. Voting by correspondence. Powers of attorney. Attending the OGMS/EGMS.

The shareholders registered in the Shareholder Register on the reference date may attend the OGMS/EGMS in person or may be represented by other persons, based on a special or general power of attorney, or they may vote by correspondence, including by electronic means, in accordance with the procedures to be published on the Company's website, under the "OGMS October 2025 and "EGMS October 2025" sections.

(i) Voting by correspondence. The shareholders registered in the Shareholders Register on the reference date may vote by correspondence before the general meetings by using *ballot papers* forms, in accordance with article 105 of Law 24/2017.

The ballot papers forms will be available at the Company's headquarters and on its website www.transilvaniainvestments.ro, under the "OGMS October 2025 and "EGMS October 2025" sections, starting on **05.09.2025**.

The shareholders registered in the Shareholder Register on the reference date may also vote before the general meetings by electronic means until **06.10.2025**, 10:00 a.m., by accessing the Company's website www.transilvaniainvestments.ro, the "Electronic Voting" section.

The procedure for voting by correspondence, including by electronic means, will be presented in the information materials that will be made available to the shareholders on the Company's website

www.transilvaniainvestments.ro, under the *OEGMS October 2025*” and *“EGMS October 2025”* sections.

(ii) Exercising the voting right by correspondence. The ballot papers, accompanied by the documents requested according to the procedure, shall be sent by e-mail at office@transilvaniainvestments.ro as an electronic document signed with qualified electronic signature, according to Law no. 214/2024 *on the use of electronic signature*, or they shall be submitted/sent to the Company’s headquarters, so that they are received by the Company until **06.10.2025**, 10:00 a.m., under the sanction of losing the right to vote by correspondence in the general meetings convened by this notice, according to the legal provisions.

(iii) Powers of attorney. The shareholders registered in the Shareholder Register on the reference date may be represented at the general meetings by another person based on a *Special Power of Attorney*. A shareholder may designate a single person to represent them and an alternate representative for the situations where the designated representative is unable to fulfil their mandate. A shareholder is allowed to grant a Special Power of Attorney to a single representative.

The special power of attorney forms, valid for the general meetings convened through this convening notice, will be available at the Company's headquarters, during working days, from 9:00 a.m. to 3:00 p.m. or they may be printed from the Company’s website www.transilvaniainvestments.ro, the *“OGMS October 2025”* and *“EGMS October 2025”* sections, starting on **05.09.2025**.

The shareholders representation in the general meetings by other persons can also be made based on a *General Power of Attorney*, accompanied by an affidavit given by the legal representative of the intermediary (defined according to article 2, paragraph (1) entry 19 of Law 24/2017) or by the attorney who was granted the power of attorney, under the applicable legal provisions and the general meetings procedure. The general power of attorney shall be granted by the shareholder for the entire holding on the reference date and submitted to the Company until the deadline mentioned below, in true copy, certified by signature of the representative.

(iv) Exercising the voting right through authorized representatives. The special powers of attorney and the general powers of attorney, accompanied by the documents requested according to the procedure, shall be submitted/sent to the Company’s headquarters or they shall be sent by email at office@transilvaniainvestments.ro as an electronic document signed with qualified electronic signature, according to Law no. 214/2024 *on the use of electronic signature*, so that they are received by the Company until **03.10.2025**, 2:00 p.m., under the sanction of losing the right to vote through the authorized representative in the general meetings convened through this notice, according to the legal provisions.

The revocation of a special/general power of attorney can be made in written, by any of the means of designation and shall be sent to the Company’s headquarters until **03.10.2025**, 2:00 p.m.

The special/general powers of attorney bearing a later date (registered with the Company until **03.10.2025**, 2:00 p.m.) have as an effect the revocation of the previously issued powers of attorney.

(v) Attending the General Meetings of Shareholders. The natural persons are permitted to attend the general meetings by simply demonstrating their identity.

The legal persons and the entities without legal personality may attend the general meetings through their legal representative. The capacity as legal representative is acknowledged as mentioned in Chapter III above.

Shareholder’s direct participation at the general meetings, in person or through their legal representative, removes any other voting option previously sent, only the vote expressed in person or through the legal representative being considered.

VI. Shareholders’ questions. Each shareholder has the right to ask questions regarding the items on the agenda of the General Meetings of Shareholders until **01.10.2025**, 2:00 p.m. The Company may

answer the questions also by posting the answer on its website, under the "FAQ" section or during the general meetings, provided that the requested information complies with the public information character and cannot be found in the documents pertaining to the agenda or in the reports published by the Company.

The shareholders' questions shall be sent in written, by submitting the documents in original copy to the Company's headquarters or by e-mail at office@transilvaniainvestments.ro with qualified electronic signature (according to Law no. 214/2024 *on the use of electronic signature*), clearly referenced „*For the OGMS/EGMS of October 7(8), 2025*”.

The capacity as shareholder (natural person or legal representative of the legal person) shall be ascertained based on the Shareholder Register as at the reference date, based on the identity document or, prior to the receipt of the Shareholders' Register, according to Chapter III above.

Marius-Adrian Moldovan
Executive President

Dragoş-Ionuţ Bosînceanu
Compliance Officer