

COMCM S.A. CONSTANTA**B-dul Aurel Vlaicu, nr. 144, Constanța County****J1991000613138, TIN RO 1868287****Subscribed and paid-in share capital: 23,631,667.80 lei****Total number of shares: 236,316,678****SPECIAL POWER OF ATTORNEY FOR OPEN BALLOT**

I/We, _____, with domicile / corporate seat in (state city/town) _____, str. _____, nr. _____, county/district _____, country _____, identified with ID/passport serial number _____, issued by _____, on _____, valid until _____, PIN _____, / registered at the Trade Register Office attached to the _____ Court with no. J _____, tax identification number _____, duly represented by _____ acting in his/her capacity as _____,

Holder of a number of _____ shares issued by COMCM SA, representing _____ % of the share capital, which entitle to a number of _____ votes at the Extraordinary General Meeting of Shareholders of COMCM S.A., hereinafter referred to as the **PRINCIPAL**,

hereby authorize _____, with domicile / corporate seat in _____, str. _____, nr. _____, county / district _____, country _____, identified with ID / passport series _____ number _____, issued by _____ on _____, valid until _____, PIN _____, hereinafter referred to as the **PROXY**

To act as my/our Proxy at the Extraordinary General Meeting of Shareholders of COMCM SA set for the first call on **16.02.2026**, 11.00 hrs, at the following address: CONSTANȚA, b-dul Aurel Vlaicu, nr. 144, County of Constanta, or on **17.02.2026**, at the same time and at the same address, set as the second call, in case the first one could not take place, and exercise my/our voting right related to participating interests registered in the Register of Shareholders on **03.02.2026**, as follows:

Items on the agenda put to the vote at the Extraordinary General Meeting of Shareholders	In favor	Against	Abstention
1. Election of the meeting secretariat consisting of two members, namely Ms. Gabriela Alexe and Mr. George Cosmin Stancu, shareholders with identification data available at the Company's Headquarters, tasked with verifying the presence of shareholders, fulfilling the formalities required by law and the Articles of Association for holding the general meeting, counting the votes cast during the general meeting and drawing up the meeting minutes;			

<p>2. Finding the existence in the shareholders of Transilvania Investments Alliance SA of a group of shareholders acting in concert, hereinafter referred to as the BT group (Banca Transilvania), consisting at least of the shareholders of BT INVEST 1, the Optional Pension Fund Pensia Mea, the Commercial Fund adm. SAI GLOBINVEST S.A., EVERGENT INVESTMENT, ATLAS ASSET MANAGEMENT DGP, FIA ALCHEMIST, FDI BT MAX ADM BT ASSET MANAGEMENT, FIA PROFESIONAL GLOBINVEST ADM SAI and approving the transmission by COMCM SA, as a prejudiced company, to the Financial Supervisory Authority of an address by which the authority is informed about the existence of this group and the hostile takeover of the company Transilvania Investments Alliance SA by the BT Group, with the request for the exact determination by the ASF of the component of the BT Group. Approval of the authorization of Mr. Constantin Fratila, as General Manager of COMCM SA, with identification data available at the company's headquarters, to formulate and transmit the address to the Financial Supervisory Authority;</p>			
<p>3. Approval of the submission of a complaint by COMCM SA as a prejudiced company, to ASF, ANAF and the competent State Institutions, regarding the access by Transilvania Investments Alliance SA of a 90 million lei loan from BCR and the illegal use of this loan for the acquisition of Banca Transilvania shares, market symbol TLV, by carrying out two "DEAL" type transactions, of over 8 million euros each, loan used for the acquisition of TLV shares which was approved/ratified retroactively by the BT Group (Banca Transilvania). Approval of the drafting and submission of the complaint to ASF by Mr. Constantin Fratila, as General Manager of COMCM SA;</p>			
<p>4. Approval of the formulation and transmission by COMCM SA as a prejudiced company, to ASF, of a notification regarding the DEAL transactions with over 3% of TRANSI shares, sold by Certinvest SA in August 2025, given that there is a reasonable suspicion that the shareholders who requested the equivalent value of the CERTINVEST fund units are in close contact or act in concert with the shareholders who purchased the TRANSI shares from CERTINVEST SA, through the DEAL operations of August 2025, through which the ASF will be requested to investigate and publicly inform the shareholders of Transilvania Investments Alliance SA regarding these transactions, at least from the following perspective: a) identification of the shareholders/investors</p>			

<p>of CERTINVEST SA who requested the equivalent value of the fund units, conditions in which, in order to obtain the liquidity necessary to make the payment of the fund units, CERTINVEST was obliged to sell the TRANSI shares;</p> <p>b) identificarea actionarilor/investitorilor care au cumparat actiunile TRANSI vandute de CERTINVEST SA, prin operatiunile de tip DEAL din data de 27.08.2025 si 28.08.2025, pentru obtinerea sumelor necesare platii unitatilor de fond (de la lit. a); Astfel cumparatorii, stiind ca se va face oferta la 0,5 lei pe actiune in septembrie, au cumparat la 0,4250 lei, prejudiciind CERTINVEST cu peste 6 milioane lei.</p> <p>c) prezentarea existentei unei legaturi, de orice natura, intre cele doua categorii de actionari (de la lit. a si b).</p> <p>Aprobarea intocmirii si transmiterii sesizarii catre ASF de dl. Constantin Fratila, in calitate de Director General al COMCM SA.</p>			
<p>5. Approval of the formulation and submission by COMCM SA, as a damaged company, of a complaint to the ASF regarding the failure to comply with the duties by Mr. Radu Claudiu Rosca, former president of the Directorate, for:</p> <ul style="list-style-type: none"> - the sale of the COROANA and POSTAVARUL hotels without complying with the procedures imposed by the Supervisory Board. The estimated damage is over 3 million lei; - for the lack of action regarding the purchase by Transilvania Investments Alliance SA of the LOTUS and ARO share packages, share packages purchased by Mr. Horia Ciorcila through the intermediary company WINNERS FIRST SRL from Cluj, a company owned by Winners Holdings Investments, in turn controlled by Castorius Limited, a company registered in Cyprus. Castorius is the investment vehicle of Horia Ciorcilă, president of the Banca Transilvania financial group. The damage recorded by the company is 17 million lei; 			
<p>6. Approval of the formulation and transmission by COMCM SA, as a prejudiced company, to the Financial Supervisory Authority, Capital Market Sector, Investigations and Market Abuse Service, of an address requesting the investigation of the</p>			

transactions regarding the purchase of LOTUS, ARO and SNO share packages. Approval of the preparation and transmission of the notification to the ASF by Mr. Constantin Fratila, as General Manager of COMCM SA;			
7. Approval of the drafting by COMCM SA, as the injured company, of a criminal complaint against Ms. Corina Necula, an employee of the Investigation and Market Abuse Service of the ASF, for failure to fulfill legal duties regarding the failure to investigate the transactions regarding the purchase of LOTUS, ARO and SNO share packages. Approval of the empowerment of Mr. Constantin Fratila, as General Manager of COMCM SA, to formulate and register the criminal complaint;			
8. Approval of the drafting by COMCM SA, as the injured company, of a criminal complaint against Mr. Gheorghe Ovidiu Petru, General Manager within the Financial Instruments and Investments Sector within the ASF, for failure to fulfill his duties regarding the supervision of the issuer Transilvania Investments Alliance SA, which by inaction did not order the mandatory measures regarding the illegal use of the 90 million lei loan contracted from BCR. Approval of the empowerment of Mr. Constantin Fratila, as General Manager of COMCM SA, to formulate and register the criminal complaint;			
9. Approval of the drafting and filing by COMCM SA, as a prejudiced company, of a criminal complaint against the Financial Supervisory Authority and the persons involved within the Financial Supervisory Authority for the amendment of Law 243/2019 through GEO no. 71 published in the Official Gazette of Romania no. 595/25.04.2024, by introducing art. 291, which in paragraph (3) amends Law 31/1990 by introducing a derogation from the provisions of art. 134 paragraph. (1) letter a) according to which shareholders are prohibited from the right to withdraw from FIAS under the conditions of the change in the main object of activity as a result of the change in the form of administration of F.I.A.S. By changing the form of administration of FIAS, the type of company as a whole changes, the functioning of FIAS depending on the type of administration being different, operating according to other principles. Or, the shareholders who			

<p>adhered to the company's articles of association by purchasing shares, adhered to the operation of FIAS according to the main object of activity from the date of purchasing the shares. For this reason, by changing the form of administration, there will be another form of operation of the company, and the main object of activity of FIAS will necessarily change.</p> <p>The consequence of introducing this amendment to Law 31/1990 consists in the prejudice of 6 million shareholders of the Transilvania Investments Alliance SA company, not affiliated with interest groups that could influence the decision within the EGMS, who are held captive in a company controlled by interest groups that together have the majority vote. Thus, millions of shareholders cannot benefit from the right to withdraw at a price determined under the law, and the majority interest groups within FIAS are absolved from the obligation to pay the correct amounts to shareholders who do not agree with the change in the main object of activity of FIAS. Approval of the empowerment of Mr. Constantin Fratila, as General Manager of COMCM SA, to formulate and register the criminal complaint;</p>			
<p>10. Approval of the formulation and transmission by COMCM SA, as a prejudiced company, of a notification to the European Securities and Markets Authority (ESMA), regarding the lack of supervision and decision of the Financial Supervisory Authority of the company Transilvania Investments Alliance SA for the reasons shown in the points presented above, as well as regarding the issuance of GEO 71 published in the Official Gazette of Romania no. 595/25.04.2024, through which over 6,000,000 shareholders are harmed, by prohibiting the right of withdrawal, only in the event of a change in the management system of Transilvania Investments Alliance SA. Approval of the empowerment of Mr. Constantin Fratila, as General Manager of COMCM SA, to formulate, transmit and take all steps subsequent to the transmission, until the definitive resolution of the notification;</p>			
<p>11. Approval of the formulation and transmission by COMCM SA, as a prejudiced company, of a complaint to the European Central Bank and the National Bank of Romania, regarding the way in which Banca Transilvania secretly buys back its</p>			

own shares, through financial vehicles created and financed for this purpose by Banca Transilvania. Thus, Banca Transilvania has established over 15 financial investment companies, investment funds financed by purchasing fund units, a way in which it ensures the liquidity of these funds, which in turn buy Banca Transilvania shares. In this way, Banca Transilvania buys its own shares through these investment funds. This entire operation is carried out under the umbrella of legislation, which induces the idea that the owners of the fund units cannot influence the investment decisions of the fund. In reality, the one who owns more fund units, respectively who ensures a higher cash, also influences the decision regarding the investment of the money. Approval of the authorization of Mr. Constantin Fratila, as General Manager of COMCM SA, to formulate, transmit and take all subsequent steps after transmission, until the final resolution of the complaint;			
12. Mandate of the President of the Board of Directors of the Company, Ms. Alexe Gabriela, with the possibility of sub-mandating third parties, to carry out all the formalities of publicity and registration of the decision of the Extraordinary General Meeting of Shareholders.			

* the vote will be expressed by marking with an "X" in a single box corresponding to the voting intention, respectively "**In favor**", "**Against**" or "**Abstention**", for each resolution.

**** Vote cancelling criteria:**

- marking two or three of the voting options "In favor", "Against" or "Abstention" to a single proposal subject to vote;
- any annotation, modification, addition or deletion to the ballot paper.

Date _____

Shareholders'/shareholder representative's signature_____