

CURRENT REPORT in accordance with Law 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations

Date: 21.07.2025

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters:	Cluj-Napoca, 30-36 Calea Dorobanților
Telephone/fax number:	0264/407150/407179
Registry of Commerce reg. number:	J1993004155124
Individual identification number:	5022670
Subscribed and paid-up capital:	RON 10,903,222,250
Legal Stock Market:	Bucharest Stock Exchange

1. Important events to report:

- a) Change of control of the issuer – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency/juridical reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.

e) Other events:

Banca Transilvania S.A would like to make available to investors the informative document regarding the offering or allocation of free shares, drawn up pursuant to Article 1 (5) (g) of Regulation (EU) No 2017/1129.

We also wish to specify that, in accordance with the Extraordinary GSM Decision of 25.04.2025, the operations regarding the increase in capital with RON 1,734,423,790 at the Central Depository are finalised.

CHIEF EXECUTIVE OFFICER
ÖMER TETİK

CHIEF GOVERNANCE OFFICER
IOANA OLĂNESCU

**INFORMATION DOCUMENT FOR SHAREHOLDERS REGARDING THE GRANTING
OR ALLOCATION OF FREE SHARES (DRAWN UP PURSUANT TO ARTICLE 1(5)(G)
OF REGULATION (EU) NO 2017/1129)**

1. Individuals responsible for the procedure

1.1. Name and position of the individuals and/or name and registered office of the companies responsible for the information included in the information document.

BANCA TRANSILVANIA S.A., having its registered office in Cluj-Napoca, no. 30-36, Calea Dorobantilor, registered at the Cluj Trade Registry Office with the number J1993004155124, Tax Identification Number 5022670, duly represented by Ömer Tetik – Chief Executive Officer and Ioana Olănescu - Senior Executive Manager, DGCJN

BT CAPITAL PARTNERS S.A. having its registered office in Cluj-Napoca, str. Constantin Brâncuși, no. 74-76, parter, registered with the Cluj Trade Register Office under number J12/3156/04.11.1994, Tax Identification Number 6838953, duly represented by Daniela Secară –Chief Executive Officer and Mihai Milchis - Deputy Chief Executive Officer

1.2. Statements made by the individuals mentioned under 1.1, by which they declare that, to their knowledge, the information in the presentation document is true to reality.

Upon verification of this prospectus, BANCA TRANSILVANIA S.A., represented by Ömer Tetik - CEO and Ioana Olănescu - Senior Executive Manager, DGCJN, assumes the responsibility for its content and hereby confirms that all the information provided is real and without omissions or false statements which might significantly affect the content of the document.

BT CAPITAL PARTNERS S.A., represented by Daniela Secară - CEO and Mihai Milchis - Deputy CEO, declares that, to its knowledge, the information provided in the document is real and without omissions, which might significantly affect the content of the document.

2. General information about the issuer

Sediul Central

Str. Constantin Brâncuși nr. 74-76, parter, Cluj-Napoca, 400462, România
Tel: (+4) 0264.430.564; Fax: (+4) 0264.431.718
E-mail: office@btcapitalpartners.ro ; www.btcapitalpartners.ro

2.1. Name, registered office, tax identification number and company registration number with the Trade Register Office.

Name of the issuer: Banca Transilvania S.A.
Registered office: Calea Dorobantilor Nr. 30 -36
Cluj-Napoca, Romania;
Company registration: registered with the Trade Register Office attached to Cluj Tribunal under number J1993004155124, tax identification number 5022670.

2.2. Share capital:

- **Value of the subscribed, paid-up capital:** RON 9,168,798,460
- **Number of shares issued** 916,879,846 shares
- **Nominal value of a share** RON 10

3. Information concerning the free shares granted to the company's shareholders

3.1. Decisions regarding the increase in the share capital which imply the offer of free shares to the existing shareholders.

The Extraordinary General Meeting of Shareholders, through the decision of April 25, 2025, decided to increase the share capital with the amount of RON 1,734,423,790, by issuing 173,442,379 new shares, at a nominal value of RON 10/share, as well as the setting of a price of RON 0 for the compensation of the share fractions resulting from the application of the algorithm and the rounding of the results, according to the legal provisions. The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2024, in amount of RON 1,734,423,790 by issuing a number of 173,442,379 shares, with a nominal value of RON 10/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date established by the GSM (July 18th, 2025).

Each shareholder registered at the registration date, 18th of July 2025, will receive, free of charge, for each 100 shares owned, a total number of shares, calculated by the following formula $100 \times (173,442,379/916,879,846)$.

3.2. The registration date as established by the GMS/BoD, as applicable, for the identification of the shareholders who benefit from the granting or allocation of free shares.

The registration date as approved by the EGMS for the identification of the shareholders is 18th of July 2025.

3.3. Description of the share capital increase:

- the reason of the share capital increase;
- the value and the source of the share capital increase;
- the number of shares issued for the share capital increase.

The funds obtained from the increase of the share capital shall be used to sustain the current activity of the company.

The Extraordinary General Meeting of Shareholders, through the decision of April 25th, 2025, decided to increase the share capital of Banca Transilvania with the amount of RON 1,734,423,790, from RON 9,168,798,460 to RON 10,903,222,250, by issuing 173,442,379 new shares, at a nominal value of RON 10/share. The increase will be realized by incorporating the reserves from the net profit of the year 2024, amounting RON 1,734,423,790, by issuing a number of 173,442,379 shares, with a nominal value of RON 10/share, to the benefit of the registered shareholders in the Shareholders' Register held by the Central Depository at the registration date established by the GMS (July 18th, 2025).

3.4. Description of the type and class of the securities granted or allocated. The number of free shares allocated for each share owned.

The securities offered are dematerialized nominal shares. Each shareholder registered at the registration date, July 18th, 2025, will receive, free of charge, for each 100 shares owned, a total number of shares, calculated by the following formula $100 \times (173,442,379/916,879,846)$.

3.5. The value of the increased share capital

The value of the increased share capital is 10,903,222,250.

3.6. The intermediary which helped the issuer with the preparation of the presentation document.

Intermediary's name: BT Capital Partners S.A.

Address: str. Constantin Brâncuși, no. 74-76, parter, Cluj-Napoca

Company registration: registered with the Trade Register Office attached to Cluj Tribunal under number J12/3156/1994, tax identification number 6838953.

3.7. Other information deemed important by the issuer or by the F.S.A.

According to Article 1 (5) (g) of Regulation (EU) No. 2017/112, the preparation and publication of a prospectus is not mandatory for shares offered, allocated, or to be allocated free of charge to existing shareholders and dividends paid in the form of shares of the same class as the shares for which the dividends are paid, provided that such shares are of the same class as the shares already admitted to trading on the same regulated market and that a document containing information on the number and nature of the shares, as well as the reasons and details of the offer or allotment, is made available.

ISSUER

BANCA TRANSILVANIA S.A.

INTERMEDIARY

BT CAPITAL PARTNERS S.A.

CHIEF EXECUTIVE OFFICER

Ömer Tetik

CHIEF EXECUTIVE OFFICER

Daniela Secară

SENIOR EXECUTIVE MANAGER

Ioana Olănescu

DEPUTY CHIEF EXECUTIVE OFFICER

Mihai Milchiș

Sediul Central

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