

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: 28.04.2026

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters:	Cluj-Napoca, Calea Dorobantilor nr. 30-36
Telephone/fax number:	0264/407150/407179
Registry of Commerce registration 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: The decisions of the Ordinary and Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 28th of April 2026, the Ordinary and Extraordinary General Shareholders' Meetings of Banca Transilvania S.A. Cluj-Napoca took place.

At the Ordinary and Extraordinary Shareholders Meetings shareholders representing 76.39% of the total number of shares with voting right, respectively 829,660,496 of the shares, were present, either in person or by power of attorney.

Following the debates, **The Ordinary General Shareholders' Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. Approval of the annual statutory financial statements for the 2025 financial year, in accordance with NBR's Order No. 27/2010 as subsequently amended and with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Report of the Independent Auditor, as per the applicable legal provisions, including in the present case the issuance of the durability report and ensuring compliance with durability reporting requirements.
2. Approval, by affirmative advisory vote, of the Remuneration Report for the year 2025.
3. Discharge of directors for the 2025 exercise.
4. Approval of the revenue and expenditure budget and the investment plan for 2026 (business plan for 2026).

2026: Incomes and expenses budget:

INDICATOR	RON Million
Operating Income	9,786
Operating Expenses	(4,344)
Provisions (net)	(622)
GROSS PROFIT	4,819

2026: Investment Plan for Banca Transilvania:

- Buildings – agencies and branches: RON 105,94 million
- Investments IT and cards: RON 663,17 million
- Cars: 21,39 million
- Security: RON 9,79 million
- Cash processing center: RON 7,88 million
- Digital initiatives: RON 177,22 million
- Other: RON 32,00 million

TOTAL INVESTMENT (VAT included): RON 1,017.40 million

5. Approval of the proposal to allocate the net profit realized in the amount of RON 4,095,289,537 as follows: allocation of RON 241,182,226 for legal reserves, of RON 3,854,107,311 for reserves from the net profit to be distributed, from which RON 1,400,000,000 will be distributed as dividends. Approval of a gross dividend/share of RON 1.2840240875.
6. Election of the Board of Directors for the 2026 – 2030 mandate, as follows: **Ciorcila Horia, Gueorguiev Ivo, Nistor Gabriela, Bordea Mirela, Lionachescu Costel, Predescu Vasvari Florin, Torgie Teodor.**
7. Maintaining the directors' remuneration for 2026, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers, with the Bank bearing the related taxes or contributions, in accordance with the applicable tax regulations and in connection with the directors' fixed cash compensation.
8. Approval of the date of June 16th, 2026 as the registration date and of the ex date – June 15th, 2026, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable, including the right to receive dividends.
9. Approval of June 30th, 2026 as the payment date for the dividend.
10. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.

Following the debates, **The Extraordinary General Shareholders Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. Increase of the share capital with the amount of RON 1,572,644,250 by issuing 157,264,425 new shares at a nominal value of RON 10/share, as well as establishing a price of RON 0 (zero) to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of

Directors in order to establish a price higher than the approved one (if applicable). The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2025, in amount of RON 1,572,644,250 by issuing a number of 157,264,425 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 that will be established by the GMS (proposed date July 17th, 2026).

Sources for capital increase	Sums (RON)
Capitalization of reserves from the net profit of the year 2025	1,572,644,250

Considering the above, each shareholder registered on the registration date, July 17th, 2026, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (157,264,425 / 1,090,322,225)$.

The purpose of the capital increase is to sustain the current activity of the company.

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 5,000,000 shares (0.46% of the total shares included in the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 45 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 4 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

3. Approval of the date of July 17th, 2026 as the registration date and of the ex-date – July 16th, 2026, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.

4. Approval of the date of July 20th, 2026 as the payment date for distribution of shares following the share capital increase.

5. Approval of the amendment of *Art. 6 – Field of Activity* in the bank's Articles of Association, as follows:

The company's primary field of activity remains unchanged and is listed under Section CAEN L – Financial and insurance activities.

All secondary field activities are removed from the Articles of Association.

The Articles of Association are amended with the addition of the following secondary field activities in accordance with the Classification of Activities in the National Economy (CAEN Rev. 3) pursuant to INS Presidential Order No. 377/2024, which are set forth in Article 6 of the Articles of Association, as follows:

ARTICLE 6. FIELD OF ACTIVITY

The Bank shall perform specific operations and activities in Romania and abroad, in its own name or on behalf of the Bank's customers, either legal or natural persons, on behalf of certain institutions or in cooperation with them. The Bank shall perform the operations listed below, as well as other operations under the legislation in force:

The main field of activity is under Section L – Financial and insurance activities, Division 64 – Financial service activities, with the exception of insurance and pension funding, Group 641 – Monetary intermediation, class 6419 – Other monetary intermediation, respectively:

6419 – attracting deposits and other reimbursable funds;

6419 – granting loans including inter alia: consumer loans, mortgage loans, trade finance, factoring, discounting and forfeiting operations;

6419 – money transfer services;

6419 – issuing and managing payment instruments such as credit cards, travelers' cheques and similar ones, including the issue of electronic currency;

6419 – issuing guarantees and undertaking commitments;

6419 – proprietary trading or trading on behalf of its customers, under the law, with:

- *money market instruments such as: cheques, bills of exchange, promissory notes, deposit certificates;*
- *foreign currency;*
- *futures contracts;*
- *instruments based on exchange rate and interest rate (exchange rate futures; interest rate futures; exchange rate forwards; forward rate agreements; foreign currency swaps; interest rate swaps);*
- *securities and other financial instruments (government securities, bonds);*
- *options contracts;*
- 6419 – *intermediation on the inter-bank market;*
- 6419 – *custody and management of securities and other financial instruments;*
- 6419 – *provision of information and references in the field of lending;*
- 6419 – *lease of safe deposit boxes;*
- 6419 – *depositing assets of investment funds and investment companies;*
- 6419 – *distribution of equity interests in investment funds and of shares of investment companies;*
- 6419 – *acting as data input operator of the Electronic Archive for Security Interests in Movable Property;*
- 6419 – *transactions with precious metals and stones and objects made from these;*
- 6419 – *acquisition of shareholdings in other entities;*
- 6419 – *creation and registration services with the Electronic Archive for Security Interests in Movable Properties related to loans, letters of guarantee and other operations (acting as data input operator of the Electronic Archive for Security Interests in Movable Properties); activity regulated under Article 18 (r) in Romanian Government Emergency Order no. 99/2006, respectively any other activities or services to the extent that they are related to the financial sector, under the legal provisions governing such special activities, if applicable.*
- 6210 – *custom software development (customer-oriented software);*
- 6220 – *information technology consulting and management (administration and operation) of computing resources;*
- 6290 – *other information technology services;*
- 6310 – *data processing, website administration, and related activities (including data processing services; database administration or other similar services for third parties);*

6612 – financial transaction intermediation activities (issuing electronic meal vouchers, activity regulated under Article 18 (r) in the Romanian Government Emergency Order no. 99/2006, and any other activities or services to the extent that they are related to the financial sector, under the legal provisions governing such special activities, if applicable);

6619 – activities auxiliary to financial intermediation, except insurance and pension fund activities (including consulting services in relation to the capital structure, business strategy and other related aspects);

6622 – activities of insurance agents and brokers;

6629 – other auxiliary activities related to insurance and pension funds (including marketing of the private pension fund and of the prospectuses of the optional pension schemes);

6630 – fund management activities;

6811 – purchase and sale of own real estate;

6820 – leasing and subleasing of own or leased real estate;

7020 – business and management consulting activities (including consultancy activities about mergers and/or acquisitions of companies);

7210 – research and development in natural sciences and engineering;

7711 – rental and leasing of passenger cars and light road vehicles;

7733 – rental and leasing of office machinery and equipment (including computers);

8559 – Other education forms n.e.c. (activity regulated under Article 18(1)(r) of Romanian Government Emergency Order no. 99/2006 – any other activities or services to the extent that they are related to the financial sector, under the legal provisions governing such special activities).

6. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

BOARD OF DIRECTORS

CHAIRMAN,

Horia CIORCILĂ