

Explanations regarding Item 5 of the AGOA – Dividend Distribution and Item 1 of the AGEA – Capital Increase

In light of the proposals regarding the allocation of profits for the 2025 fiscal year, as set forth in the Board of Directors' Report as of December 31, 2025 (on page 30, available [here](#)), the following proposals for the distribution of dividends and the capitalization of profits are submitted to the General Meeting of Shareholders:

Our proposal is for the approval of the distribution of cash dividends from the profit for the year 2023, as follows: the amount of 1,400,000,000 lei from the net profit reserves for the year 2025, the total amount being granted as cash dividends. Approval of a gross dividend/share of 1.2840240875 lei. You can find more information in the section dedicated to the profit distribution proposal in the Board of Directors Report for 2025.

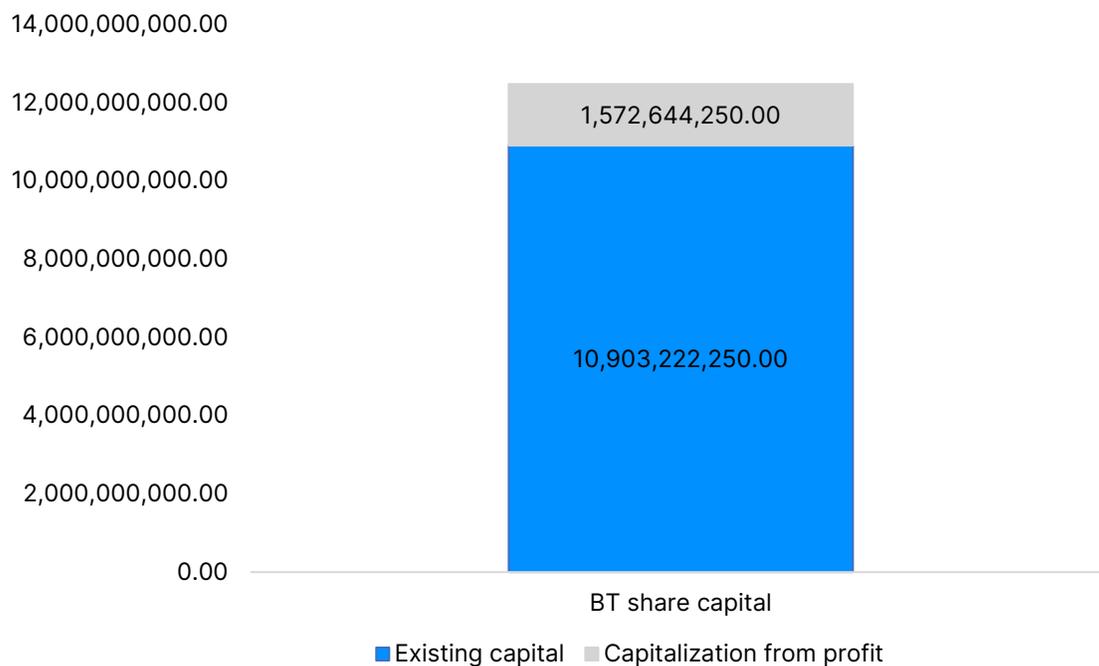
At the same time, regarding the appropriation of profits, we propose to allocate a portion of the net profit for the year 2025 to increase the share capital by 1,572,644,250 billion lei, through the issuance of 157,264,425 new shares with a par value of 10 lei per share.

Following the registration of the capital increase, we will request the supervisory authority to include the resulting capital instruments in the total Tier I own funds of Banca Transilvania, in accordance with the provisions of art. 26 para. (3) of Regulation 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012.

This operation will strengthen the capital base of the issuer in line with the prudential provisions applicable to credit institutions. Please note that following the completion of the capital increase operation, each shareholder registered on the record date, the 17th of July 2026, will receive free of

charge, for every 100 shares owned, a whole number of shares calculated according to the formula $100 \times (157,264,425 / 1,090,322,225)$.

Below is a chart summarizing this capital increase of approximately 14.42%.



We note that, following these allocation proposals, the net difference of 881,463,062 lei will be allocated as retained earnings, from which the bank will pay the amount of 181,463,062 lei as a distribution related to AT1 instruments (subject to the approval of the Extraordinary General Meeting of Shareholders on October 28, 2025), the interest payment is to be made in two installments: the first on May 27, 2026, and the second on November 27, 2026, subject to the fulfillment, on the relevant dates, of the conditions for making distributions related to AT1 instruments.