SUPPLEMENT DATED 18 SEPTEMBER 2026 TO THE BASE PROSPECTUS DATED 13 APRIL 2026

BANCA TRANSILVANIA S.A.

(*a joint stock company (societate pe acțiuni) incorporated under the laws of Romania, with its registered office at 30 – 36 Calea Dorobantilor, Cluj-Napoca, Cluj County, Romania, registered with the Cluj Trade Registry under no. J1993004155124, sole registration code 5022670, registered with the National Bank of Romania Registry of credit institutions under no. RB-PJR-12-019*)

EUR 3,000,000,000

Euro Medium Term Note Programme

This supplement (the "**Supplement**") to the base prospectus dated 13 April 2026 (the "**Base Prospectus**"), which represents a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"), constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation and is prepared in connection with the Euro Medium Term Note Programme (the "**Programme**") established by Banca Transilvania S.A. (the "**Issuer**").

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Base Prospectus and to this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

The purpose of this Supplement is to:

(i) record the increase to the maximum aggregate principal amount of Notes that may be issued and outstanding at any one time under the Programme from EUR 2,500,000,000 to EUR 3,000,000,000;

(ii) amend certain of the risk factors set out in the Base Prospectus;

(iii) incorporate by reference certain unaudited financial information of the Issuer in respect of the six-month period ended 30 June 2026; and

(iv) amend the section "*Description of the Issuer*" section of the Base Prospectus.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any future supplements to the Base Prospectus issued by the Issuer, as the case may be. Statements contained in this Supplement shall, to the extent applicable and whether expressly, by implication or otherwise, modify or supersede statements set out in, or previously incorporated by reference into, the Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of the Base Prospectus. Where there is any inconsistency between the information contained in (or incorporated by reference into) the Base Prospectus and the information contained in this Supplement (or incorporated by reference into the Base Prospectus by means of this Supplement), the information contained in this Supplement (or incorporated by reference into the Base Prospectus by means of this Supplement) shall prevail. Capitalised terms used but not otherwise defined herein shall have the meaning ascribed thereto in the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

Copies of this Supplement and the Base Prospectus are available on the website of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") (https://live.euronext.com/) and on the website of the Issuer (https://www.bancatransilvania.ro/en/investor-relations/governance/bonds/emtn).

AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below.

1. AMENDMENT OF THE SIZE OF THE PROGRAMME

The maximum aggregate principal amount of Notes outstanding under the Programme has increased from EUR 2,500,000,000 to EUR 3,000,000,000. Consequently, the following sections are updated as follows:

(a) Cover page

The second sub-title on the cover page (page 1 of the Base Prospectus) is hereby amended to read as "EUR 3,000,000,000".

(b) Important notices

The first sentence of the sub-section titled "*Programme limit*" in the section titled "*Important Notices*" (page 5 of the Base Prospectus) is hereby amended to read as follows:

"The maximum aggregate principal amount of Notes outstanding under the Programme will not exceed EUR 3,000,000,000 (and for this purpose, any Notes denominated in another currency shall be translated into Euros at the date of the agreement to issue such Notes (calculated in accordance with the provisions of the Dealer Agreement))."

(c) Overview

The first sentence of the sub-section titled "*Programme Size*" in the section titled "*Overview*" (page 9 of the Base Prospectus) is hereby amended to read as follows:

"Up to EUR 3,000,000,000 (or its equivalent in other currencies calculated as described in the Dealer Agreement) outstanding at any time."

(d) Form of Final Terms

The third sub-title on the form of Final Terms (page 119 of the Base Prospectus) is hereby amended to read as "EUR 3,000,000,000".

2. AMENDMENT OF CERTAIN RISK FACTORS

The risk factor titled "*The Issuer is one of the credit institutions currently under investigation by the Romanian Competition Council in relation to the determination of the ROBID/ROBOR reference interest rate and in relation to calculating and applying the FICO score, which may result in fines and/or reputational impact.*" of the subsection "*Risks relating to legal and regulatory matters and litigation*" in the section titled "*Risk Factors*" (page 36 of the Base Prospectus) is hereby amended to read as follows:

"***The Issuer is one of the credit institutions sanctioned by the Romanian Competition Council in relation to the determination of the ROBID/ROBOR reference interest rate and is also one of the credit institutions currently under investigation by the Romanian Competition Council in relation to calculating and applying the FICO score, which has resulted and/or may further result in fines and/or reputational impact.***

In November 2022 the Romanian Competition Council launched an antitrust investigation involving all ten banks (including the Issuer) which contribute to the determination of the ROBID/ROBOR reference interest rate, regarding an alleged agreement and/or concerted practice aimed at the coordinated setting of the ROBOR reference interest rate by the respective banks. On 6 April 2026, the Competition Council completed the documentation phase of its investigation by sending to all ten banks involved a copy of the report prepared by the investigation team appointed for this purpose.

The Issuer contested the report's preliminary findings through written observations submitted on 20 May 2026 and presented its position at hearings held before the Plenum of the Romanian Competition Council on 25 May 2026. The Issuer subsequently submitted written conclusions and supporting documentation, including economic analyses and correspondence concerning the regulatory framework and transparency requirements applicable to the ROBOR fixing mechanism.

On 7 June 2026, the Plenum of the Romanian Competition Council publicly announced a sanctioning decision, imposing aggregate fines of RON 3.73 billion on ten banks for breaching Article 5 of the Competition Law no. 21/1996 and Article 101 of the Treaty on the Functioning of the European Union (the "**RCC Announcement**"), by coordinating their conduct in the ROBOR rate-setting process through an exchange of confidential and strategic information, particularly regarding price, within the fixing procedure. According to the RCC Announcement the fines determined by the authority attributable to the Issuer amount to (i) RON 875.74 million in relation to the alleged conduct of the Issuer in its own name, and (ii) RON 85.03 million in relation to the alleged conduct of OTP Bank România S.A. (which legally merged with the Issuer on 28 February 2025), resulting in an aggregate fine of RON 960.77 million attributable to the Issuer.

However as at the date of this Supplement, no formal reasoned decision of the Romanian Competition Council has been communicated to the Issuer. The decision (when properly communicated) is enforceable, with fines collected by the National Fiscal Administration Agency, and the sanctioned banks (including the Issuer) have 60 days from the date of receipt to present action plans eliminating the anti-competitive practices identified by the Romanian Competition Council. Any sanctioning decision issued by the Romanian Competition Council may be challenged within 30 days of receipt of the reasoning before the Bucharest Court of Appeal.

The Issuer maintains its position that its entire conduct has been compliant with the applicable legal requirements governing the fundamental operating mechanisms of the banking market. The Issuer announced on 8 June 2026 that, once the formal reasoned decision and its statement of reasons are officially communicated, it will initiate legal proceedings to challenge the decision before the Bucharest Court of Appeal and is prepared to bring its case before any other competent courts or authorities, domestically and internationally, to fully protect its rights. As at 30 June 2026, the Issuer has not recognised any provision in respect of this matter and has disclosed it as a contingent liability. The amounts included in the RCC Announcement by the Romanian Competition Council represent the stated maximum direct exposure at the current stage and do not represent management's estimate of the amount of any ultimate financial outflow. The final outcome, timing and financial effect will depend on the formal reasoned decision and the outcome of any subsequent administrative or judicial proceedings.

Moreover, in September 2023 the Romanian Competition Council launched an antitrust investigation involving eighteen banks, shareholders of Biroul de Credit S.A. (including the Issuer) in relation to calculating and applying the FICO score, used for determining the creditworthiness of a consumer, in the process of granting consumer loans. Given the current stage of this investigation, the Romanian Competition Council has not issued its investigation reports or any preliminary conclusions, thus there is no indication from the Romanian Competition Council in relation to an alleged breach by the Issuer of the applicable competition legislation in this case.

However, the sanctions imposed by the Romanian Competition Council in the ROBOR investigation, if ultimately upheld, may have a material adverse effect on the Issuer's reputation and business. In addition, if the Issuer were to be found to have committed competition law breaches in relation to the FICO score investigation, applicable sanctions may also have a material adverse effect on the Issuer's reputation and business, as they may include sizeable fines, of up to 10 per cent. of the Issuer's consolidated turnover in the year prior to sanctioning. Even in the absence of any further sanctions imposed on the Issuer, news of the investigations and sanctions applicable to the credit institutions under investigation may trigger a negative public perception with regards to the entire panel of investigated banks, including the Issuer. Negative publicity and negative public opinion could adversely affect the Issuer's ability to maintain and attract customers, which could have a material adverse effect on the Issuer's business, results of operation and financial condition. The Issuer also notes that, in light of the Romanian Competition Council's sanctioning decision, there is a risk that affected borrowers or consumer protection associations may seek to bring private damages claims against the sanctioned banks, including the Issuer, which, if successful, could give rise to additional financial exposure."

3. INCORPORATION BY REFERENCE

The section titled "Information incorporated by reference" on page 52 of the Base Prospectus is updated as follows:

(i) The following is added at the end of the first paragraph:

"4. an English language translation of the unaudited, unreviewed interim condensed consolidated and separate financial statements of the Issuer for the six-month period ended on 30 June 2026."

(ii) The following is added at the end of the second paragraph:

"• https://www.bancatransilvania.ro/files/app/media/Investor-Relations/Financial-Results/2026/1st-Semester/Interim-condensed-consolidated-and-separate-financial-statements.pdf"

4. AMENDMENT TO THE DESCRIPTION OF ISSUER

The paragraphs titled "*Status of the Romanian Competition Council investigation in relation to the determination of the ROBID/ROBOR reference interest rate*" of the subsection titled "*22. Recent developments*" in the section titled "*Description of the Issuer*" (page 227 of the Base Prospectus) are hereby amended to read as follows:

"**Status of the Romanian Competition Council investigation in relation to the determination of the ROBID/ROBOR reference interest rate**

On 6 April 2026, the Competition Council completed the documentation phase of its investigation regarding an alleged agreement and/or concerted practice aimed at the coordinated setting of the ROBOR reference interest rate by sending the ten banks involved a copy of the report prepared by the investigation team appointed for this purpose. The Issuer contested the report's preliminary findings through written observations submitted on 20 May 2026 and presented its position at hearings held before the Plenum of the Romanian Competition Council on 25 May 2026. The Issuer subsequently submitted written conclusions and supporting documentation, including economic analyses and correspondence concerning the regulatory framework and transparency requirements applicable to the ROBOR fixing mechanism.

On 7 June 2026, the Plenum of the Romanian Competition Council publicly announced a sanctioning decision (the "**RCC Announcement**"), imposing aggregate fines of RON 3.73 billion on ten banks for breaching Article 5 of the Competition Law no. 21/1996 and Article 101 of the Treaty on the Functioning of the European Union, by coordinating their conduct in the ROBOR rate-setting process through an exchange of confidential and strategic information, particularly regarding price, within the fixing procedure. According to the RCC Announcement, the fines determined by the authority and attributable to the Issuer amount to (i) RON 875.74 million in relation to the alleged conduct of the Issuer in its own name, and (ii) RON 85.03 million in relation to the alleged conduct of OTP Bank România S.A. (which legally merged with the Issuer on 28 February 2025), resulting in an aggregate fine of RON 960.77 million attributable to the Issuer.

However, as of 15 September 2026, no formal reasoned decision of the Romanian Competition Council has been communicated to the Issuer yet.

For more details, see the risk factor entitled *The Issuer is one of the credit institutions sanctioned by the Romanian Competition Council in relation to the determination of the ROBID/ROBOR reference interest rate and is also one of the credit institutions currently under investigation by the Romanian Competition Council in relation to calculating and applying the FICO score, which has resulted and/or may further result in fines and/or reputational impact*.

The Issuer maintains its position that its entire conduct has been compliant with the applicable legal requirements governing the fundamental operating mechanisms of the banking market. The Issuer announced on 8 June 2026 that, once the formal reasoned decision and its statement of reasons are officially communicated, it will initiate legal proceedings to challenge the decision before the Bucharest Court of Appeal and is prepared to bring its case before any other competent courts or authorities, domestically and internationally, to fully protect its rights."