

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**EU PRIIPs Regulation**”) for offering or selling Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom (the “UK”). For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**EUWA**”); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook (“**DISC**”) for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of Notes has led to the conclusion that: (i) the target market for Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending Notes (a “**distributor**”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of Notes has led to the conclusion that: (i) the target market for Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018, as amended (“**UK MiFIR**”); and (ii) all channels for distribution of Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending Notes (a “**distributor**”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Banca Transilvania S.A.

Issue of EUR 500,000,000 Fixed Rate Reset Subordinated Notes due 30 September 2037

Legal entity Identifier (LEI): 549300RG3H390KEL8896

EUR 3,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the base prospectus dated 13 April 2026 and the supplemental base prospectus dated 18 September 2026 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus has been published on <https://www.bancatransilvania.ro/en/investor-relations/governance/bonds/emtn>.

The expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.

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| 1. | Issuer: | Banca Transilvania S.A. |
| 2. | Series Number: | 5 |
| 3. | Specified Currency or Currencies: | Euro (“ EUR ”) |
| 4. | Aggregate Nominal Amount: | EUR 500,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000. |
| | (ii) Calculation Amount: | EUR 1,000 |
| 7. | (i) Issue Date: | 30 September 2026 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 30 September 2037 |
| 9. | Interest Basis: | Reset Notes
<i>(see paragraph 18 below)</i> |
| 10. | Redemption/Payment Basis: | Redemption at par, subject to any purchase and cancellation or early redemption |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Issuer Call
Clean-up Call Option

In each case subject to Condition 6(k) (<i>Conditions to Redemption and Repurchase</i>) |

(see paragraphs 19 and 21 below)

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| 13. | Status of Notes: | Subordinated |
| 14. | Date Board approval for issuance of Notes obtained: | 14 September 2026, as updated on 22 September 2026 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|--------------------------------------|----------------|
| 15. | Fixed Rate Note Provisions | Not Applicable |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |
| 18. | Reset Note Provisions | Applicable |
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- | | | |
|---------|---|---|
| (i) | Initial Rate of Interest: | 6.122 per cent. per annum up to (but excluding) the First Reset Date, payable semi-annually in arrear on each Interest Payment Date until (and including) the First Reset Date. Issue yield of 6.216 per cent. per annum calculated at the Issue Date in respect of the period from (and including) the Issue Date to (but excluding) the First Reset Date on the basis of the Issue Price. |
| (ii) | Reset Reference Rate: | Mid-Swap Rate |
| (iii) | First Margin: | 2.650 per cent. |
| (iv) | Subsequent Margin: | Not Applicable |
| (v) | Interest Payment Date(s): | 30 March and 30 September in each year up to and including the Maturity Date |
| (vi) | Fixed Coupon Amount up to (but excluding) the First Reset Date: | EUR 30.61 per Calculation Amount |
| (vii) | Broken Amount(s): | Not Applicable |
| (viii) | First Reset Date: | 30 September 2032 |
| (ix) | Second Reset Date: | Not Applicable |
| (x) | Subsequent Reset Date(s): | Not Applicable |
| (xi) | CMT Designated Maturity: | Not Applicable |
| (xii) | Relevant Screen Page: | Bloomberg Page ICAE1 |
| (xiii) | CMT Rate Screen Page: | Not Applicable |
| (xiv) | Reset Reference Bond: | Not Applicable |
| (xv) | Mid-Swap Rate: | Single Mid-Swap Rate |
| (xvi) | Mid-Swap Maturity: | 5-years |
| (xvii) | Reference Rate: | Not Applicable |
| (xviii) | Reference Banks: | Not Applicable |
| (xix) | Reset Reference Rate Conversion: | Applicable |

(xx) Original Reset Reference Rate Basis:	Annual
(xxi) Day Count Fraction:	Actual/Actual (ICMA)
(xxii) Reset Determination Dates:	The provisions in the Conditions apply
(xxiii) Reset Determination Time:	The provisions in the Conditions apply
(xxiv) Business Day Convention:	Following Business Day Convention
(xxv) Relevant Financial Centre:	Brussels
(xxvi) Determination Agent:	Not Applicable
(xxvii) Mid-Swap Floating Leg Benchmark Rate:	EURIBOR
(xxviii) Benchmark Replacement Fallback:	Condition 5(g) (<i>Benchmark Replacement – Independent Adviser</i>) is applicable
(xxix) “p”:	Not Applicable
(xxx) Compounded Daily SONIA:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	Call Option	Applicable
	(i) Optional Redemption Date(s):	The First Reset Date, subject to Condition 6(k) (<i>Conditions to Redemption and Repurchase</i>)
	(ii) Optional Redemption Amount(s) of each Note:	EUR 1,000 per Calculation Amount
	(iii) Make Whole Redemption Price:	Not Applicable
	(iv) Early redemption as a result of a Withholding Tax Event:	The provisions in Condition 6(b) (<i>Early Redemption for Taxation Reasons – Withholding Tax</i>) apply
	(iv) Early redemption as a result of a Tax Event:	The provisions in Condition 6(c) (<i>Early Redemption of Preferred Eligible Notes or Non-Preferred Eligible Notes or Subordinated Notes as a result of a Tax Event</i>) apply
	(v) Early Redemption as a result of an MREL Disqualification Event:	Not Applicable
	(vi) Early redemption as a result of a Capital Event:	The provisions in Condition 6(e) (<i>Early Redemption of Subordinated Notes as a result of a Capital Event</i>) apply
	(vii) If redeemable in part:	Not Applicable
	(viii) Notice period:	As per the conditions
20.	Put Option	Not Applicable
21.	Clean-up Call Option	Applicable
	(i) Clean-up Call Threshold:	25 per cent. of the Outstanding Principal Amount of the Notes

	(ii) Optional Redemption Amount (Clean-up Call):	EUR 1,000 per Calculation Amount
22.	Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount
23.	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	Condition 6 (<i>Redemption and Repurchase</i>) applies
GENERAL PROVISIONS APPLICABLE TO NOTES		
24.	Form of Notes:	Bearer Notes:
		Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
25.	New Global Note:	No
26.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Irish Stock Exchange plc trading as Euronext Dublin with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,050

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated Ba2 by Moody's Investors Service Cyprus Ltd. ("Moody's"). Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD

- Indication of yield: 6.216 per cent. per annum up to the First Reset Date

5. OPERATIONAL INFORMATION

- ISIN: XS3515121054
- Common Code: 351512105
- FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN
- CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN
- Trade Date: 23 September 2026
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- Relevant Benchmarks: Amounts payable under the Notes are calculated by reference to the mid-swap rate for euro swaps with a term of 5 years which appears on the Bloomberg screen "ICAE1", which is provided by the European Money Markets Institute.
- As at the date of these Final Terms, the European Money Markets Institute is included in the register of administrators and benchmarks established and

maintained by the European Securities and Markets Authority pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).

Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that Notes are capable of meeting them Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

- (i) Method of Distribution: Syndicated
- (ii) If syndicated, names of Managers: BT Capital Partners S.A. (*no underwriting commitment*)
Citigroup Global Markets Europe AG
Goldman Sachs Bank Europe SE
ING Bank N.V.
J.P. Morgan SE
- Stabilisation Manager(s): Goldman Sachs Bank Europe SE
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA D applicable

7. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

- Reasons for the offer: The net proceeds of the Notes will be used for general corporate purposes of the Issuer.
- Estimated net proceeds: EUR 500,000,000

8. PROVISIONS RELATING TO SUSTAINABLE NOTES

- Sustainable Notes No