

**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETING**

**BANCA TRANSILVANIA S.A. CLUJ-NAPOCA**

**April 28, 2021**

On April 28, 2021, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Hotel Opera Plaza in Cluj-Napoca. The meeting was attended by shareholders and representatives of shareholders, accounting for 67.34% of the share capital, respectively 3,858,553,425 shares, thus the meeting was held in compliance with the legal and statutory requirements.

After the debates, the **Extraordinary General Shareholders Meeting** adopted the following decisions:

**1. Approval of the proposals for the meeting secretaries and technical secretaries, as follows: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.**

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 3,858,553,425 votes **for**, 0 votes **against**, 0 **abstention**)

**2. Increase of the share capital with the amount of RON 573,769,971 by issuing 573,769,971 new shares, at a nominal value of RON 1/share as well 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 2020, in amount of RON 573,769,971, by issuing a number of 573,769,971 shares, with a**

**nominal value of RON 1/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 GSM (proposed date September 10th, 2021);**

<b>Sources for capital increase</b>	<b>Sums (lei)</b>
<b>Capitalization of reserves from the net profit of the year 2020</b>	<b>573,769,971</b>

**Considering the above, each shareholder registered on the registration date, September 10<sup>th</sup> 2021, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (573,769,971 / \text{RON } 5,737,699,709)$ .**

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

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 3,847,758,540 votes **for**, 10,794,885 votes **against**, 0 **abstention**)

**3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 35,000,000 shares (0.61% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3.5 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 3 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.**

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 2,925,372,201 votes **for**, 933,016,224 votes **against**, 165,000 **abstention**)

**4. Moving the registered headquarters of Banca Transilvania to Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj County, Romania and the amendment of art. 4 of the Articles of Incorporation of the bank accordingly, as follows:**

*The Bank's registered headquarters is in Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj county, Romania. It can be changed elsewhere in Romania by the decision of the General Meeting of Shareholders, according to the law. The Bank will be able to establish branches, units and offices, in any locality in the country and abroad, in accordance with the provisions of the law.*

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 3,858,553,425 votes **for**, 0 votes **against**, 0 **abstention**)

**5. Approval of the date of September 10th, 2021 as the registration date and of the ex-date – September 9th, 2021, 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.**

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 3,858,553,425 votes **for**, 0 votes **against**, 0 **abstention**)

**6. Approval of the date of September 13<sup>th</sup>, 2021 as the payment date for distribution of shares following the share capital increase.**

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 3,847,758,540 votes **for**, 10,794,885 votes **against**, 0 **abstention**)

**7. 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.**

(adopted with majority of votes, representing 67.34% of the capital share; the number of valid votes is 3,858,553,425, of which 3,858,553,425 votes **for**, 0 votes **against**, 0 **abstention**)

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Horia CIORCILA**