

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

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

**October 18, 2022**

On October 18, 2022, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36. The meeting was attended by shareholders and representatives of shareholders, accounting for 65.85% of the share capital, respectively 465,309,427 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 a program of corporate bond issues, denominated in euro and/or RON and/or in another currency, as the case may be, under market conditions in terms of interest rate, with a maturity of not more than 10 years, with the frequency of the annual or semi-annual coupon, For a maximum amount of EUR 1 billion or equivalent, on the basis of a flexible structure, through several separate issues, carried out over a maximum period of 10 years, with the delegation of powers to determine the conditions of the issuance program to the Management Board in accordance with item 5 of the agenda ('the bonds').**

(adopted with 465,309,427 votes, representing 65.85% of the capital share; the number of valid votes is 465,309,427, of which 397,246,126 votes **for**, 66,012,868 votes **against**, 2,050,433 **abstention**)

**2. Approval of the conduct of a public offer and/or private placement relating to first tranche bonds, which will be addressed to (i) qualified investors and/or (ii) up to 150 natural or legal persons other than qualified investors per Member State in accordance with the applicable legislative**

**framework, with the delegation of powers to the Board of Directors on the offer of bonds for subsequent tranches ('the offer').**

(adopted with 465,309,427 votes, representing 65.85% of the capital share; the number of valid votes is 465,309,427, of which 396,425,652 votes **for**, 66,833,342 votes **against**, 2,050,433 **abstention**)

**3. The approval of the Company's performance of all necessary, useful and/or timely actions and formalities for the purpose of admission of bonds to trading on the regulated market administered by the Bucharest Stock Exchange and/or on the regulated market and/or in other trading venues in other jurisdictions after the offer is made ("admission").**

(adopted with 465,309,427 votes, representing 65.85% of the capital share; the number of valid votes is 465,309,427, of which 397,177,947 votes **for**, 66,081,047 votes **against**, 2,050,433 **abstention**)

**4. Approval of the designation of BT Capital Partners S.A., a legal entity established and functioning in accordance with the laws of Romania, with its registered office in Romania, mun. Cluj-Napoca, Constantin Brancusi Street, no. 74-76, Brancusi Business Center, ground floor, Cluj County, registered with the Cluj Trade Register under no. J12/3156/1994, EUID: J12/3156/1994, unique registration code 6838953, as one of the intermediaries of the offer.**

(adopted with 465,309,427 votes, representing 65.85% of the capital share; the number of valid votes is 465,309,427, of which 396,425,652 votes **for**, 66,833,342 votes **against**, 2,050,433 **abstention**)

**5. The approval of the authorization of the Board of Directors, with the possibility of subdelegation, as the case may be:**

*a) to issue any decision and to fulfill any necessary, useful and/or appropriate legal acts and facts for the fulfillment of EGMS decisions, including, without limitation, negotiation, establishment and approval of the type and the*

*issue value of bonds, tranches of issue, issue price in accordance with market conditions, and other final terms and conditions of bonds, contractual terms, drawing, early repayment, interest, Fees and charges, guarantees, granting of any kind of collateral, ensuring the drafting and publication, if applicable, of any offer prospectus and final terms, as well as the negotiation, approval and signature of any acts related to the offer and admission, negotiation and signing of any contracts with intermediaries and consultants and the fulfillment of any necessary legal acts and deeds, to the extent that they are in accordance with the relevant EGMS decisions;*

*b) to approve any contracts and/or arrangements relating to bonds and/or the offer and/or admission or any other arrangements, prospectuses, any contracts for subscription, sale, agency, trust, consultancy, Certificates, declarations, registers, notifications, addenda and any other necessary documents and documents, to fulfill any formalities and to authorize and/or execute any other actions necessary to give full effect to the issuance of bonds and/or offer and/or admission (as applicable) And to empower representatives of the Company to sign any such documents, to perform any such formalities and to perform any such actions; and*

*c) to sign any documents, in the name of and on behalf of the company, with full power and authority, to submit, to request the publication of the decision in the Official Gazette of Romania, to collect any documents, as well as to perform any necessary formalities before the Trade Register Office, As well as before any other authority, public institutions, legal or natural persons, as well as to execute any operations, in order to comply with and ensure the enforceability of EGMS decisions.*

(adopted with 465,309,427 votes, representing 65.85% of the capital share; the number of valid votes is 465,309,427, of which 405,322,830 votes **for**, 57,936,164 votes **against**, 2,050,433 **abstention**)

**6. Approval of November 15, 2022 as registration date and ex-date – November 14, 2022, in order to identify the shareholders who will benefit from other rights and over whom the effects of the EGMS decisions are reflected.**

(adopted with 465,309,427 votes, representing 65.85% of the capital share; the number of valid votes is 465,309,427, of which 465,309,427 votes **for**, 0 votes **against**, 0 **abstention**)

## **BOARD OF DIRECTORS**

**CHAIRMAN**

**Horia CIORCILA**