

CONVENING NOTICE

The Board of Directors of Banca Transilvania S.A. is convening the **General Meeting of Shareholders, Ordinary and Extraordinary**, for the date of **April 28th, 2022**, at 14:00, respectively 15:00, at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36, for all the shareholders registered with the Shareholders' Register at the end of the day of **April 14th, 2022** (i.e. the reference date – only the shareholders registered by the reference date may participate and exercise their votes in the GMS) with the following **Agenda**:

For the Ordinary General Meeting:

- 1.** Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olănescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Șumandea-Simionescu.
- 2.** Approval of the annual statutory IFRS financial statements for the 2021 financial year, in compliance with BNR's Order No. 27/2010 as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor and other reports subject to an advisory vote.
- 3.** Approval of dividend distribution from the profit of 2021, in total amount of 800,000,000 RON, being granted as cash dividends. Approval of a gross dividend per share of RON 0.1267533618.
- 4.** Discharge of directors for the 2021 exercise.
- 5.** Approval of the revenue and expenditure budget and the investment plan for 2022 (business plan for 2022).
- 6.** Election of the Board of Directors for the 2022 – 2026 mandate; the deadline for the submission of applications is **April 11th, 2022, 17:00**. The list containing information regarding the name, place of residence and professional qualification of the persons proposed for the position of Director is available to the shareholders, as they become available, at the institutions' headquarters or on its official website (www.bancatransilvania.ro) and can be consulted and completed by them.

7. Establishing the directors' remuneration for 2022, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
8. Approval of the date of **June 6th, 2022** as the registration date and of the **ex date – June 3rd, 2022**, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable.
9. Approval of the date of **June 16th, 2022** as the date for the payment of dividends.
10. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.

For the Extraordinary General Meeting:

1. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olănescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Șumandea-Simionescu.
2. Increase of the share capital with the amount of RON 765,112,650 by issuing 765,112,650 new shares at a nominal value of RON 1/share, establishing a price 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 2021, in amount of 765,112,650, by issuing a number of 765,112,650 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 July 13th, 2022);

3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 40,000,000 shares (0.63% 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 4 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.

4. Approval of the consolidation of the nominal value of a share at Banca Transilvania SA, from 1 RON/share to 10 RON/share, by increasing the nominal value of the shares simultaneously with the reduction of the total number of shares (10 shares with a nominal value of 1 RON/share = 1 share with a nominal value of 10 RON/share), while also establishing by the GSM a price for compensating the fractions of shares resulting from the application of the algorithm and rounding of the results, according to the legal terms, and granting a mandate to the Board and individually to its members for the implementation of this decision, including for the approval of the specific documentation. The informative document and the procedure regarding the consolidation process are available on the company's website.
5. Informing the shareholders about the ongoing process of acquiring a holding in the share capital of Țiriac Leasing IFN SA.
6. Approval of the date of **July 13th, 2022** as the registration date and of the ex-date – **July 12th, 2022**, 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.
7. Approval of the date of **July 14th, 2022** as the payment date for distribution of shares following the share capital increase.
8. Approval of the date **August 17th, 2022** as the registration date and of the ex-date **August 16th, 2022**, for consolidation of the nominal value of the shares at Banca Transilvania.
9. Approval of the date **August 29th, 2022** as the date of payment for the fractions resulting from the operation of consolidating the nominal value of the shares of Banca Transilvania.
10. Approval of the amendment of the articles of association, as follows:

- Removing the second sentence from point d) of article 10 - Modification of the Share Capital.
- Removing sub-points e), k), m), n) and o) related to point e) of article 13 - the Board of Directors.
- Rephrasing of sub-item i) related to point e) of article 13 - the Board of Directors, as follows:

(i) approves the granting of shareholder status in other competing companies to bank's managers or directors;

- Rephrasing of point f) of article 13 - the Board of Directors, as follows:

The Board of Directors usually meets at least once a quarter and whenever necessary, in the presence of at least half of its members. Participation in the meetings of the Board of Directors can also take place remotely (video-conference, telephone conference, etc.). The convening notices must be sent to all the members of the Board of Directors and shall include the venue, the time and the agenda of the meeting. The members of the Board of Directors may take part in the meeting by telephone and that aspect is to be recorded in the minutes of the meeting. No decision can be made on issues that are not included in the agenda, except for cases of emergency and provided that such decision is ratified in the following meeting by the members who were not present when it was made. The Board of Directors shall be chaired by the Chair and in his/her absence by a member of the Board of Directors appointed for this by the Chair. The decisions of the Board of Directors shall be made (1) with an absolute majority of the votes of the attending members and (2) with at least half of the total number of directors and each such decision must be recorded in the minutes to be signed by the Chair and by the secretary.

- Rephrasing of point h) of Article 13 - the Board of Directors, as follows:

The Board of Directors shall appoint a secretary, either from among its members or from among the employees in managerial positions concerning the operational activity. The proceedings of the Board of Directors shall be recorded in minutes;

- Rephrasing of point m) of Article 13 - the Board of Directors, as follows:
No director may be a member on more than five Boards of Directors, except for the cases provided under paragraph (2), article 153¹⁶ of Romanian Law no. 31/1990. Moreover, the rules established in the G.E.O. no. 99/2006 regarding the maximum number of mandates that directors can accumulate will be taken into account.
- Elimination of points h), i), l), m) and n) of Article 16 - On Registers, Balance Sheet and Profit Distribution.
- Elimination of Article 19 - Relations with the National Bank.

The articles of the articles of association will be renumbered

11. 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.

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **April 29th, 2022**, at 14:00, respectively 15:00, at the above-mentioned venue, with the same agenda and the same reference date.

Information regarding the payment of the equivalent value of the fractions resulting from the consolidation of shares

The equivalent value of the fractions resulting from the consolidation of shares due to the shareholders registered at Central Depository SA on **August 17th, 2022** - the date of registration, will be paid starting with **August 29th, 2022** - the date of payment.

Banca Transilvania SA has decided that, concerning the payment of the value of the fractions resulting the consolidation of shares according to the approval of the GMS mentioned above, it will bear the commission due to the Central Depository. Banca Transilvania states that it does not take responsibility for any other commissions or expenses by the Participants as well as for any other commissions or expenses that may result from other transactions expressly requested by the shareholders, who will bear any such commissions or expenses.

For the purposes of this procedure, the participants in the clearing-settlement and registry system (referred to as “Participants”) are intermediaries, in accordance with Law no. 24/2017, art. 2, para. 1, point 20, which concluded a contract for participation in the Central Depository system (stock brokerage companies).

The payment of the equivalent value of the fractions wired by bank transfer or cash is not commissioned by the bank.

The documents presented in a foreign language will be accompanied by the certified translation into Romanian, and if they are issued by a foreign authority, they must have the apostille or be superlegalized, as the case may be.

Payments of the equivalent amounts of fractions due to shareholders will be made in the following order:

1. **If the shareholder is represented by a Participant (and owns shares registered in Section 2)**, he will receive the respective amounts directly in the account of the Participants. If the shareholders indicated an account to the Central Depository, the payment will be wired in that specific account.
2. **If the shareholder is not represented by a Participant or owns shares registered in Section 1 and holds a BT account**, he shall be paid into the current BT account; if the shareholder does not have an account opened with BT, the payment of the equivalent value of the fractions will be made in cash, through the Bank’s counters from all over the country.

Payments representing the value of the resulting fractions, due to shareholders will be made in compliance with the provisions of the ***Procedure for payment of the value of fractions resulting from the consolidation***, a document made available to shareholders starting **March 28th, 2022** on the Bank's website (www.bancatransilvania.ro) or can be obtained by means or forms provided by the legislation in force, at the request of interested shareholders, sent to the following e-mail: actionariat@btrl.ro.

GMS Documents:

The convening notice, the documents to be debated as well as the GMS resolution draft are available, starting with **March 28th, 2022**, on the Bank's web page (www.bancatransilvania.ro) or can be obtained by means or forms provided by the legislation in force, at the request of interested shareholders, sent to the following e-mail address: actionariat@btrl.ro. **The address of the company's registry is Cluj-Napoca, Calea Dorobanților no. 30-36, Cluj County, Romania. Any correspondence related to the GMS (including the communication of GPAs and correspondence voting ballots, together with the related documentation) must be sent to the registry address indicated above.**

The share capital of Banca Transilvania is composed of **6,311,469,680 shares**, each share conferring the right to express one vote within the GMS.

Shareholders' proposals regarding the GMS:

One or more shareholders having at least 5% of the share capital, individually or jointly, are entitled:

- to introduce new topics on the agenda (provided that each topic is accompanied by a justification or a draft decision proposed to be approved by the general meeting and; such proposal has to be sent to the bank not later than 15 days from the date of publication of the convening notice in the Official Gazette);
- to present draft resolutions for the topics on the agenda or proposed to be included on the agenda of the general meeting (such proposals will be written and sent to the Bank's Headquarters or via e-mail (actionariat@btrl.ro) not later than 15 days from the date of publication of the convening notice in the Official Gazette).

If appropriate, the revised agenda will be republished by **April 13th, 2022**, according to the applicable law.

The shareholders' proposals and the documents attesting the fulfilment of conditions to exercise the rights mentioned above will be sent as follows:

- through a handwritten document in original sent by post or courier service to the company's registry. The document must be sent in an envelope on which the following is written clearly: *“For the General Meeting of Shareholders of the 28th/29th of April 2022”*.
- through a document signed with an extended electronic signature according to the Law no. 455/2001 regarding electronic signatures – sent to actionariat@btrl.ro, with the subject: *“For the General Meeting of Shareholders of the 28/29 of April 2022”*.

Each shareholder may propose a candidate for the position of member of the Board of Directors. The candidacy proposals for the position of Board member shall contain information such as: name, city of residence, professional qualification of the proposed person(s).

Candidates for the position of Board Member must comply with the conditions imposed by the BNR's regulations. The candidates shall submit the following documents via fax at 0264.301.128 or by e-mail at actionariat@btrl.ro, until 11.04.2022:

- *copy of identification document;*
- *Curriculum vitae;*
- *Statement issued by the candidate, certifying that the person does not fall under any of the situations laid down in Article 110 in OUG no. 99/2006 or under any other incompatibility situation laid down in the applicable laws, or that he/she agrees to renounce any situation of incompatibility at any time before he/she is due to commence the exercise of the position he/she has been approved for by the National Bank of Romania.*

Considering the legal provisions applicable to credit institutions, Banca Transilvania may request supplementary information from shareholders in order to determine the level of suitability of the individuals concerning the duties and the specificity of the management body of the credit institution.

Questions regarding the GSM:

The shareholders can submit questions in writing regarding the topics on the agenda together with acts enabling the identification of the shareholder, so that they may reach the registry of the company by **April 21st, 2022**, at the latest.

The shareholders questions, along with the related documents, mentioned in this convener may be sent in writing either by post or courier service to the company's registry, in an envelope clearly indicating "*For the General Meeting of Shareholders of the 28th/29th of April 2022*", either by electronic means, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature (at the address: actionariat@btrl.ro), with the subject "*For the General Meetings of the Shareholders of April 28/29 2022*".

The Bank may also reply by posting the answers on the bank's website (www.bancatransilvania.ro), Investors' Relations Section, FAQ Tab.

Participation in GSM:

The reference date is **April 14th, 2022**. Only shareholders registered on that date with the Shareholding Register held by the Central Depository will be able to participate and vote in the general meetings.

Shareholders may participate in the general meetings directly (through legal representatives), may be represented by other persons according to the law or may vote by correspondence.

The access of shareholders in the GSM or vote via correspondence is allowed through the direct identification of the individual by an identification document - ID (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens), for natural individuals. For companies, the ID of the legal representative (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens) must be provided.

The quality of shareholder, as well as, in the case of shareholders legal entities or entities without legal personality, the quality of legal representative is established on the basis of the following documents presented to the Company by the shareholder, issued by

Central Depository or by participants defined in accordance with the legal provisions, which provide custody services: a) the account statement which verifies the position of shareholder as well as the number of share held; b) the documents which attest the registration of information regarding the legal representative from the Central Depository/ other participants.

Should the legal representative of the shareholder-company not be mentioned in the shareholders' list at the reference date, then the quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

The representative of the shareholder-individual must provide proof of identity (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens) as well as a special or general Power of Attorney signed by the shareholder-individual.

The conventional representative of the shareholders-companies will provide the following proof of identity: identification document of the representative (Identity card or legal equivalent for Romanian citizens or passport/proof of residency for foreign citizens) together with special and general Power of Attorney signed by the legal representative. Information on Power of Attorney, general or specific, as well as voting by correspondence are mentioned below.

The documents presented in a foreign language other than English (except for identity documents valid in Romania) shall be accompanied by a translation made by a sworn translator in Romanian or English.

General Power of Attorney

Before their first use, general Power of Attorney shall be submitted / sent, in copy, containing the phrase "identical with the original" and with the signature of the representative so that the documents are received at the registry of the company until

April 21st, 2022, 17:00 (Romanian time), in an envelope clearly indicating “*For the General Meeting of Shareholders of the 28th/29th of April 2022*”.

General Power of Attorney (GPA) in a certified copy will be retained by the Company, having made mention of this in the minutes of the general meeting. General Power of Attorney is valid for a period which may not exceed three years.

The GPA can be sent by e-mail with the extended electronic signature, according to Law. 455/2001 on electronic signature, as amended and supplemented, so it may be received at the registry of the Company until April 21st, 2022, 17:00 (Romanian time), at actionariat@btrl.ro, with the subject “*For the General Meeting of Shareholders of the 28th/29th of April 2022*”.

To validate the mandate, the agent (conventional representative) must be either an intermediary or a lawyer and the shareholder is their client. Also, the agent must not be a situation of conflict of interest, such as:

- the agent is the significant shareholder of Banca Transilvania SA or an entity controlled by such shareholder;
- the agent is a member of the management body of Banca Transilvania, a significant shareholder or entity controlled by such shareholder;
- the agent is an employee or an auditor of the company or of a significant shareholder or entity controlled by such a shareholder;
- the agent is a spouse, relative or in-law up to the fourth degree of one of the individuals mentioned above.

The Power of Attorney cannot be transferred to another person. If the representative is a legal entity, it may exercise its mandate through any person that is part of its governing body or its employees (through proof of quality of representation).

Along with GPA, the shareholders will send the company proof that the agent is either an intermediary or a lawyer and the shareholder is a client thereof.

Also, individual shareholders will send copy of the proof of their identity.

The documents presented in a foreign language other than English (except for identity documents valid in Romania) shall be accompanied by a translation made by a sworn translator in Romanian.

Verification and validation of the GPA submitted to the Company will be conducted by the technical secretaries designated in accordance with the law, who shall safeguard the documents.

Special Power of Attorney (SPA) and correspondence voting ballots

1. The documents necessary for individual shareholders to attend the GSM are:
 - an identification document, if the shareholder attends the meeting in person;
 - a special Power of Attorney in accordance with the law and the identification document of the representative, if the shareholder is represented by another person;
2. The documents necessary for shareholders - companies to attend the GSM are:
 - The quality of the legal representative of a shareholder-company or other entities without legal personality will be determined in accordance with the list of shareholders at the reference, received from the Central Depository or by the participants defined in accordance with the applicable law which provide custody services: a) the account statement which verifies the position of shareholder as well as the number of share held; b) the documents which attest the registration of information regarding the legal representative from the Central Depository/ other participants.
 - Should the legal representative of the shareholder-company not be mentioned in the shareholders' list at the reference date, then the quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).
 - beside the aforementioned document proving the legal representative status of the person signing the Power of Attorney, the person delegated

with representation competence must also present, in accordance with the law, the special or general Power of Attorney signed by the legal representative of the respective legal entity.

Starting with March 28th, 2022 the special Power of Attorney forms, respectively those for exercising the right to vote by correspondence will be available at Banca Transilvania's Head Office and the bank's branches/agencies in the country or can be downloaded from the bank's website (www.bancatransilvania.ro), in both Romanian and English.

After filling in and signing the Power of Attorney forms, under the sanction of losing the voting right, a copy is to be filed with / sent to the company's registry by April 21st, 2022 (in an envelope mentioning "*For the General Meeting of Shareholders of the 28th/29th of April 2022*"), another copy will be given to the authorized person and the third will remain with the shareholder. The Power of Attorney will be accompanied by a copy of the identification document of the individual shareholder /legal representative of the shareholder-company and for legal entities by an official document certifying the quality of legal representative mandated to sign the Power of Attorney. The special Power of Attorney should include the information provided in the special Power of Attorney form provided by BT specifying the vote for each item on the agenda.

The special powers of attorney/voting via correspondence ballots regarding item no. 6 on the agenda of the meeting, filled out by the shareholders with their voting options, signed, in original, will be inserted in a separate sealed envelope, stating clearly "Confidential – Voting instructions for the General Meeting of Shareholders of the 28th/29th of April 2022", envelope which will be placed in another envelope containing the general Power of Attorney/special Power of Attorney/voting ballot via correspondence for the other items on the agenda of the GSM together with the relevant documents.

The Power of Attorney, together with the related documents, mentioned in this convener, may also be transmitted electronically, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the e-mail address actionariat@btrl.ro, with the subject "*For the General Meetings of the Shareholders of April 28/29 2022*".

Credit institutions that provide custody services for the Bank's shareholders may sign and transmit the GPAs / SPAs by mail on behalf of their clients, based on the rights conferred onto them by the custody contracts as well as the exact voting instructions received from customers for such a GSM.

In this case, the SPAs/ correspondence voting ballots shall be accompanied by an affidavit issued by the credit institution which received the power of representation by the SPA, which establishes that:

- (a) the credit institution provides custody services for said shareholder;
- (b) the instructions contained within the Power of Attorney) are identical to the instructions from the SWIFT message received by the credit institution in order to vote on behalf of the shareholder.

The SPAs /correspondence voting forms and the before mentioned affidavit issued by the credit institution that received power of representation through the SPA must be submitted at the company's registry in original, signed, as appropriate, or transmitted by e-mail to actionariat@btrl.ro without the fulfilment of other formalities related to the form of these documents, within the deadlines mentioned above.

The shareholders registered on the reference date may vote by correspondence, before the General Shareholders Meeting, using the voting form put at their disposal on the bank's web site or at Banca Transilvania Head Office, starting with March 28th, 2022. The correspondence voting form can be sent with the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, accompanied by the copy of the identity document (for individual shareholders) or of the registration certificate of the shareholder (for shareholders-companies), according to the law, to the following e-mail address: actionariat@btrl.ro, with the subject "*For the General Shareholders Meeting from April 28th/29th, 2022*" at the latest on **April 21st, 2022, at 17.00 (Romanian time)**, or original, at the Company's registry. The correspondence voting form legalized by a public notary and a copy of the identification document (for individual shareholders) or shareholders' registration certificate (for shareholders-companies) will be transmitted in original form to the Company's registry

by **April 21st, 2022, 17:00 (Romanian time)** at the latest, stating clearly on the envelope “*For the General Meeting of Shareholders of the 28th/29th of April 2022*”.

Centralization, verification and custody of the correspondence voting ballots, as well as the verification and validation of the Powers of Attorney submitted to the company will be conducted by the technical secretaries named in accordance with the law, who shall safeguard the documents, as well as the confidentiality of the votes already cast until the time of the vote on the individual topics recorded on the GSM agenda.

Additional information can be obtained at the Bank’s headquarters or on the phone 0374.546.289, between 9:00 – 17:00.

BOARD OF DIRECTORS

CHAIRMAN,

Horia CIORCILA