

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

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

**April 28, 2022**

On April 28 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 70.50% of the share capital, respectively 4,427,764,409 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. Election of the meeting secretaries and technical secretaries: meeting secretaries - Ioana Olanescu, Gabriel Goga; technical secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 4,408,752,386 votes **for**, 0 votes **against**, 11,159,206 **abstention**)

**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 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 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 established by the GSM (July 13th, 2022);**

<b>Sources for capital increase</b>	<b>Sums (RON)</b>
<b>Capitalization of reserves from the net profit of the year 2021</b>	<b>765,112,650</b>

**Considering the above, each shareholder registered on the registration date, July 13<sup>th</sup> 2022, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (765,112,650 / \text{RON } 6,311,469,680)$ .**

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

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 4,408,752,386 votes **for**, 0 votes **against**, 11,159,206 **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 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. All values mentioned previously (number of shares, minimum and maximum price, nominal value and any other issues) will be adjusted accordingly, following the completion**

**of the consolidation procedure and change of the nominal value of a share from RON 1 to RON 10.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 3,431,084,844 votes **for**, 976,113,730 votes **against**, 12,713,018 **abstention**)

**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 a price of 2.5273 RON/share (having at the date of registration the nominal value of 1 RON) for the compensation of the fractions of shares resulting according to the formula detailed in the informative document, in accordance with the legal provisions in force, and granting a mandate to the Board and individually of its members for the implementation of this decision, including for the approval of the specific documentation.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 3,776,301,914 votes **for**, 623,850,797 votes **against**, 19,758,881 **abstention**)

**5. Informing the shareholders about the ongoing process of acquiring a holding in the share capital of Țiriac Leasing IFN SA.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 3,336,478,042 votes **for**, 928,599,998 votes **against**, 154,833,552 **abstention**)

**6. Approval of the date of July 13<sup>th</sup>, 2022 as the registration date and of the ex-date – July 12<sup>th</sup>, 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.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 4,408,633,815 votes **for**, 0 votes **against**, 11,277,777 **abstention**)

**7. Approval of the date of July 14<sup>th</sup>, 2022 as the payment date for distribution of shares following the share capital increase.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 4,408,752,386 votes **for**, 0 votes **against**, 11,159,206 **abstention**)

**8. Approval of the date August 17<sup>th</sup>, 2022 as the registration date (the date of payment being the next working day according to the applicable legal provisions) and of the ex-date August 16<sup>th</sup>, 2022, for consolidation of the nominal value of the shares at Banca Transilvania.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 3,805,025,238 votes **for**, 603,722,148 votes **against**, 11,164,206 **abstention**)

**9. Approval of the date August 29<sup>th</sup>, 2022 as the date of payment for the fractions resulting from the operation of consolidating the nominal value of the shares of Banca Transilvania.**

(adopted with 4,419,911,592 votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 3,805,025,238 votes **for**, 603,722,148 votes **against**, 11,164,206 **abstention**)

**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 acquisition of a holding 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 153<sup>16</sup> 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**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 3,688,985,904 votes **for**, 591,110,947 votes **against**, 139,814,741 **abstention**)

**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.**

(adopted with majority of votes, representing 70.38% of the capital share; the number of valid votes is 4,419,911,592, of which 4,408,743,297 votes **for**, 0 votes **against**, 11,168,295 **abstention**)

## **BOARD OF DIRECTORS**

### **CHAIRMAN**

**Horia CIORCILA**