

**PROCEDURE REGARDING THE PAYMENT OF THE FRACTIONS  
RESULTING FROM THE CONSOLIDATION OPERATION**

**Banca Transilvania S.A.**, having its registered office in Cluj-Napoca, Calea Dorobantilor no. 30-36, registered with the Trade Register Office Cluj under no. J12/4155/1993, Tax Identification Number 5022670, symbol TLV, hereby informs its shareholders regarding with the procedure for the payment of the equivalent value of the resulting fractions approved in the Extraordinary General Meeting of Shareholders of April 28/(29), 2022, as follows:

In accordance with the Decisions of the Extraordinary General Meeting of Shareholders of April 28/(29), 2022, the equivalent value of the resulting fractions due to the shareholders recorded in the Shareholders' Register held by the Central Depository SA as at **August 17, 2022** - the registration date - shall be paid from **August 29, 2022** onwards, in accordance with the provisions below (considering the applicable legal regulations).

**The price for the compensation of the resulting fractions of shares** is the one established by the Extraordinary General Meeting of Shareholders, by the decision related to the approval of the consolidation of the nominal value of the shares of the issuer Banca Transilvania S.A., thus **the price of the instrument is 2.5273 RON/share and, considering the consolidation of the nominal value from 1 to 10 RON, the price of the compensation of fractions is 25.273 RON**, meaning that the actual compensation will follow the following formula:

$$\text{Compensation value} = \text{Fraction compensation price (25.273 RON)} \times \text{Resulting fraction}$$

According to the legislative changes at capital market level, in the event that fractions of financial instruments arise as a result of the application of the algorithm to calculate the number of shares due to consolidation, the number of shares will be **rounded downwards, at the lower amount**. Where the shareholder is a representative of several Participants and/or is registered in Section 1 (Central Depository) and Section 2, the new shares shall be granted **pro rata and the rounding-off to the lower value shall be made in relation to each package of shares identified as mentioned above and not in relation to the total of the shares held by the shareholder**. Accordingly, to avoid any rounding-off operations because of the consolidation, in accordance with the applicable legal provisions, **the recommendation to shareholders is to ensure that, until August 15, 2022 inclusive (previous date by reference to the ex-date), the portfolios they hold are unified, either in Section 1, or to a single participant, and regardless of the situation, they should be a number divisible by 10.**

Also, **the shareholders who, as a result of the consolidation process, would not benefit from the allocation of a whole number of shares, can trade on their own initiative, until August 15, 2022 inclusive (previous date by reference to the ex-date), a number of shares with TLV symbol to ensure the allocation, following the consolidation operation, of a whole number of shares. We also specify that the shareholders who will have a number of less than 10 shares, after August 15, 2022, will lose the shareholder status of the issuer, as a result of the completion of the consolidation operation, and will be properly compensated for the resulting fraction.**

**The processes indicated above can be performed only by the shareholder according to his own decision, the issuer not being involved in this process of trading shares in any capacity. The compensation of the resulting fractions will be paid to all the affected shareholders starting with August 29, 2022, these not being prescriptive in accordance with the applicable legal provisions.**

Banca Transilvania decided, related to the equivalent of the fractions resulting from the consolidation operation under the approval of the above-mentioned Shareholders' Extraordinary General Meeting, to pay the **commission due to the Central Depository**. Banca Transilvania states that it will not assume liability for the application of any commissions or fees by the participants and any other fees or charges which might result from any other transactions expressly requested by the shareholders, as the shareholders shall bear any such commissions or fees.

For the purposes of this procedure, **the participants** in the clearing-settlement and register system (hereinafter referred to as the "participants") are intermediaries, in accordance with Law No. 24/2017, Article 2(1), point 20, who have concluded a contract of participation in the Central Depository's system (stock brokerage companies).

The payment of the equivalent of the fractions by bank transfer or in cash will not be commissioned by the Bank.

Payments representing the equivalent value of the resulting fractions due to the shareholders shall be made in the following order in terms of payment method:

1. If the **shareholder is represented by a Participant (and/or holds shares recorded in Section 2)**, he/she will receive the equivalent value of the resulting fractions for the respective stake directly on the Participants' account. If the shareholders have indicated to the Central Depository a bank account, the payment will be made to said account.
2. **If the shareholder is not represented by a Participant or holds shares recorded in Section 1 and has a BT account**, the payment shall be made to the current account held by him/her as account holder; **if he/she does not have an account opened with BT**, the equivalent value of the resulting fractions shall be paid in cash, at Banca Transilvania's counters all over the country.

Payments representing the equivalent value of the resulting fractions, due to the shareholders will be made as follows, in accordance with the applicable legal provisions:

### **I. Payments to the shareholders represented by the Participants in the Central Depository system**

The shareholders who, at the previously mentioned registration date, hold BT shares (TLV symbol) on accounts opened with one or several Participants in the Central Depository's system or have indicated an bank account to the Central Depository, shall receive the equivalent value of the resulting fractions on the Participants' account (as per the stake level managed by each Participant) or in the account mentioned above,

without the submission of any other additional documents. This does not include any shareholders for which the Participant has provided the Central Depository with a contract termination notice at least 2 working days before the payment date.

## **II. Bank transfer payments to the account of the shareholders not represented by the Participants in the Central Depository system, and/or to the account of the ones that hold shares recorded in Section 1.**

The equivalent value of the resulting fractions shall be paid by bank transfer to the shareholders (individuals or companies) that have an account with BT or open a current account with Banca Transilvania SA by August 17, 2022.

### **The shareholders must not notify the credit institution on the opening of the current account.**

Any exceptions from the previously established rule shall be addressed to the BT's Shareholding Department and shall be analyzed and solved on a case-by-case basis.

## **III. Cash payments at the counters of Banca Transilvania SA**

### *LEGAL ENTITIES*

For legal-entity shareholders that do not fall under Section I (i.e. are not represented by a Participant) or II (do not have an account opened with Banca Transilvania), the equivalent value of the resulting fractions shall be paid in cash, through Banca Transilvania's counters all over the country.

For the shareholders that are not represented by a Participant, companies that come at the bank's counters through their legal representative, the equivalent value of the resulting fractions shall be paid based on the legal entity's registration certificate with the tax identification number (C.U.I). The shareholders shall be identified based on their tax identification number. The capacity as legal representative of the legal-entity shareholders is demonstrated by means of an official document attesting the signatory's capacity as legal representative (proof issued by a competent authority, in original or notarized copy, not older than one month prior to the cash withdrawal date (the supporting document shall be retained), together with the ID document of the legal representative (ID card for Romanian citizens or passport / residence permit, as applicable, for foreign citizens). The legal representative shall submit a copy certified for conformity with the original for the following documents:

- the registration certificate of the legal-entity shareholder;
- ID document of the legal representative.

The authorized representatives (based on a valid letter of attorney) of the legal-entity shareholders shall demonstrate their capacity based on the ID document (ID card for Romanian citizens or passport / residence permit, as applicable, for foreign citizens, together with the special or general letter of attorney, duly signed by the legal representative of the legal entity (a certified copy of the letter of attorney shall be retained by the bank). The capacity as legal representative of the legal-entity shareholders is demonstrated by means of an official document attesting the signatory's capacity as legal representative (proof issued by a competent authority, in

original or notarized copy, not older than one month prior to the cash withdrawal date -the supporting document shall be retained).

The conventional representative shall also submit a copy certified for conformity with the original for the following documents:

- the registration certificate of the legal-entity shareholder;
- ID document of the conventional representative.

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

### *INDIVIDUALS*

For natural-person shareholders that do not fall under Section I (i.e. are not represented by a Participant) or II (do not have an account opened with Banca Transilvania), the equivalent value of the resulting fractions shall be paid in cash, through Banca Transilvania's counters all over the country. Their identification shall be made based on the national identification number (C.N.P.) or the passport number, based on the information provided through the valid identification document issued by a competent authority (ID card or passport).

For shareholders that are not represented by a Participant, natural persons that do not come in person to the Bank's counters but mandate another person in this respect, the equivalent value of the resulting fractions shall be paid to the respective mandated person, based on the following documents: a valid and notarized special letter of attorney stating the entitlement to collect the equivalent value of the resulting fractions, issued in the year in which the payment is made + 1 copy certified for conformity with the original (the copy shall be retained) and the ID document of the mandated person + 1 copy certified for conformity with the original (the copy shall be retained).

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

For the shareholders that are not represented by a Participant, resident individuals who come at the bank's counters in person, the equivalent value of the resulting fractions shall be paid based on the ID document with the national identification number (C.N.P.). The shareholders who are not represented by a Participant shall be identified based on their national identification number.

For the shareholders that are not represented by a Participant, non-resident individuals who come at the Bank's counters in person, the equivalent value of the resulting fractions shall be paid based on the passport, the serial number of which must correspond to the one in the Shareholders' Register held by the Central Depository.

For shareholders that are not represented by a Participant, natural persons below 14 years of age, the equivalent value of the resulting fractions shall be paid to their lawful representatives, i.e. - the minor's guardian/parent, based on the following documents:

the birth certificate of the shareholders not represented by the Participant, having the national identification number written on it + 1 copy certified for conformity with the original (the copy shall be retained), the legal document establishing the guardianship of the minor, if the guardian is not one of the parents + 1 copy certified for conformity with the original (the copy shall be retained) and the guardian's/parent's ID document + 1 copy certified for conformity with the original (the copy shall be retained).

For shareholders that are not represented by a Participant, that are under trusteeship, the equivalent value of the resulting fractions shall be paid through the trustee of the respective person, based on the following documents: the ID document of the shareholders not represented by a Participant having the national identification number written on it + 1 copy certified for conformity with the original (the copy shall be retained), the legal document establishing the trusteeship + 1 copy certified for conformity with the original (the copy shall be retained) and the trustee's ID document + 1 copy certified for conformity with the original (the copy shall be retained).

For shareholders that are not represented by a Participant, natural persons that do not come in person to the Bank's counters but mandate another person in this respect, the equivalent value of the resulting fractions shall be paid to the respective mandated person, based on the following documents: a valid and notarized special letter of attorney stating the entitlement to collect the equivalent value of the resulting fractions, issued in the year in which the payment is made + 1 copy certified for conformity with the original (the copy shall be retained) and the ID document of the mandated person + 1 copy certified for conformity with the original (the copy shall be retained).

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

#### **IV. Exceptions**

The equivalent value of the resulting fractions shall not be paid in the following situations:

- a) To the shareholders not represented by a Participant, the national identification number or tax identification number of whom does not correspond to the one recorded in the Shareholders' Register, whereby such shareholders will be recommended to address the Central Depository.
- b) To the heirs of the shareholders not represented by a Participant, deceased but still recorded in the Shareholders' Register. They will be recommended to address the Central Depository.
- c) In any other exceptional situation that does not fall under the previously mentioned categories, the shareholders not represented by a Participant shall address Banca Transilvania SA - the Shareholding Department at the following e-mail address: [actionariat@btrl.ro](mailto:actionariat@btrl.ro).