



# General Meeting of Shareholders

**April 28, 2022**

# **Ordinary** General Meeting of Shareholders

**10 topics on the agenda**

Election of the meeting secretaries and of the technical secretaries,

with the following proposals:

- Meeting secretaries: Ioana Olănescu, Gabriel Goga
- Technical secretaries: Flavia Vandor, Ioan Șumandea-Simionescu

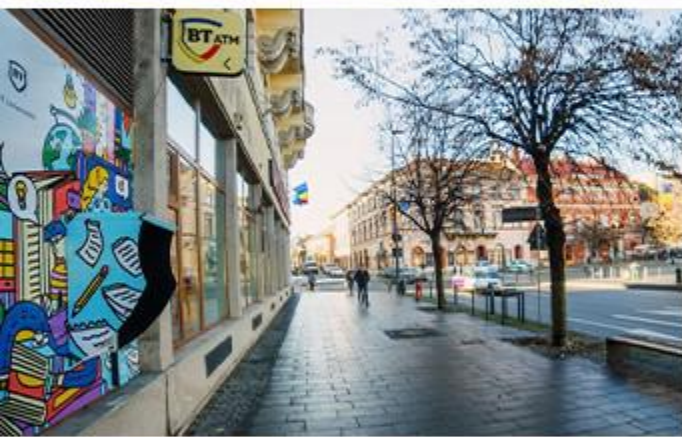
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# 2021

## The Year of Relaunch



# BT Continued to Be Romania's Financer

- Net profit BT 2021: RON 1,783 million
- Resources from customers: RON 102.7 billion, +16% (2021 vs. 2020)
- Loan balance: RON 55.9 billion, +28% (2021 vs. 2020)
- New loans for individuals: above 220,000
- Companies were financed with more than RON 13.1 billion
- Individuals were financed with more than RON 8.3 billion
- Supporting and active participation in government subsidy programmes (SME Invest, Noua Casa, Grant Programme); 4,200 loans granted via SME Invest and AGRO SME Invest (RON 1,925 million, and RON 685 million, respectively), and via the grant programme RON 2 billion
- 4.74 million cards issued in 2021 (25% of all the cards in Romania; 19% of all the credit cards)
- BT's contribution to the state budget: RON 762 million

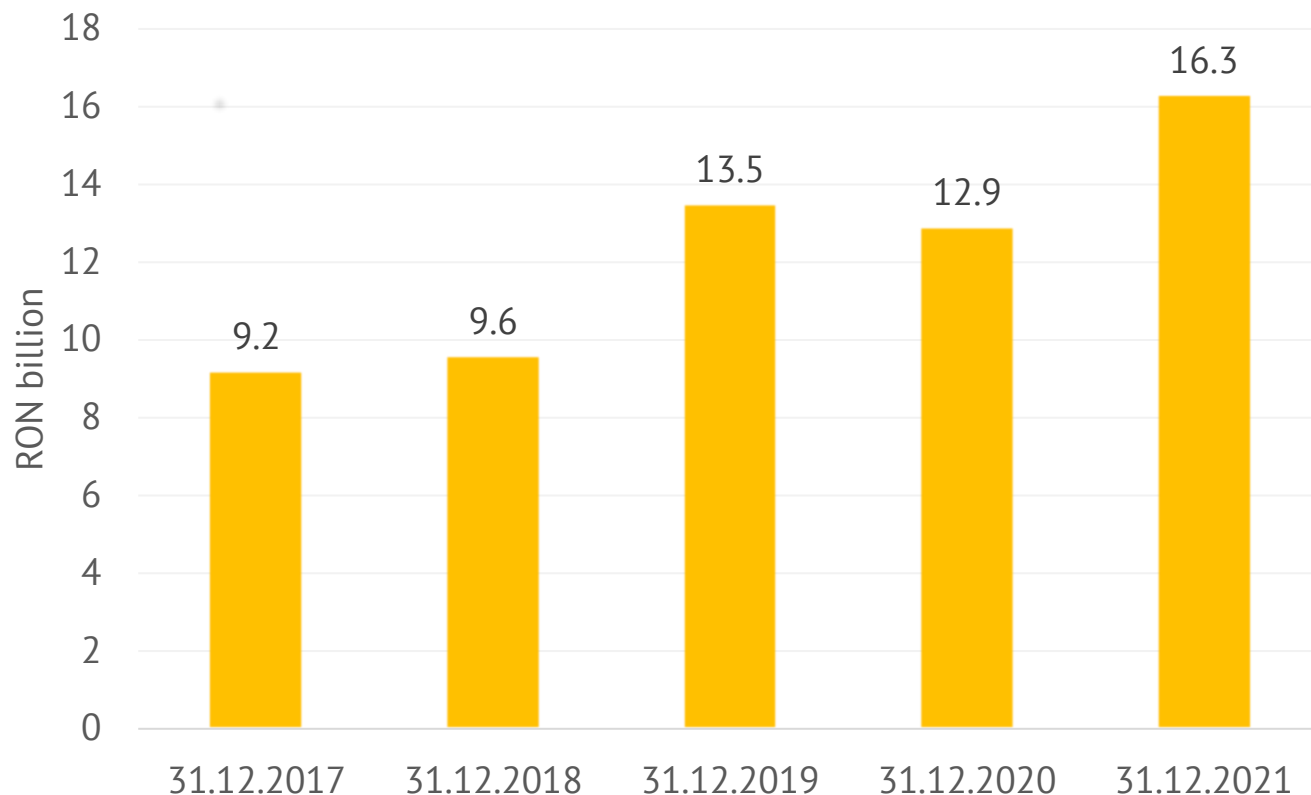
- Customer support
- Launching financial solutions
- Digitalization of the banking experience
- Streamlining
- Ongoing support for the employees
- Sustainability: intensive awareness raising programme of the business environment in terms of sustainability

# Objectives & Achievements



Indicator	Proposal	Achievement
<b>Total assets</b>	RON 115.02 billion +11.3% vs. 2020	RON 125.06 billion +21% vs. 2020
<b>Gross profit</b>	RON 1,516 million	RON 2,022 million +47.5% vs. 2020
<b>Deposits from customers</b>	RON 98.52 billion +11.6% vs. 2020	RON 102.70 billion +16.3% vs. 2020
<b>Loans and advances to customers (gross)</b>	RON 47.21 billion +7.9% vs. 2020	RON 55.85 billion +28.2% vs. 2020
<b>Total equity</b>	RON 10.39 billion	RON 9.35 billion -1.8% vs. 2020
<b>Cards issued end of 2021</b>	4.7 million cards	4.74 million cards
<b>Loan/deposit ratio</b>	0.46	0.54
<b>Investment budget</b>	RON 401 million (TVA included)	RON 326 million (VAT included)

# BT's Market Cap (2017-2021)



**31.12.2021:** RON 16.3 bln. (EUR 3.3 bln.)

**31.12.2020:** RON 12.9 bln. (EUR 2.7 bln.)

**31.12.2019:** RON 13.5 bln. (EUR 2.8 bln.)

**31.12.2018:** RON 9.6 bln. (EUR 2.1 bln.)

**31.12.2017:** RON 9.2 bln. (EUR 2 bln.)



# Shareholding Structure as at 31.03.2022



	No. of persons	No. of shares	Percentage
<b>ROMANIAN CAPITAL</b>	<b>40,324</b>	<b>4,585,553,893</b>	<b>72.65%</b>
Individuals	39,576	1,343,832,279	21.29%
Companies	748	3,241,721,614	51.36%
of which financial investment companies (SIF)	5	1,154,733,090	18.30%
<b>FOREIGN CAPITAL</b>	<b>1,045</b>	<b>1,725,915,787</b>	<b>27.35%</b>
Individuals	781	66,230,464	1.05%
Companies	264	1,659,685,323	26.30%
<b>TOTAL</b>	<b>41,369</b>	<b>6,311,469,680</b>	<b>100%</b>

# Development of the Active Client Base in 2021, per Business Lines



BT active clients	31.12.2021	31.12.2020	2021/2020
Large Corporate Clients	1,464	1,456	0.55%
Medium Corporate Clients	9,766	9,074	7.63%
SME Clients	20,423	18,538	10.17%
Micro-business Clients	356,441	329,740	8.10%
Retail Clients	3,247,963	3,038,548	6.89%
<b>TOTAL</b>	<b>3,636,057</b>	<b>3,397,356</b>	<b>7.03%</b>

# Development of Business Lines



## Retail banking

- More than 3.2 million clients (+7% vs. 2020)
- Market leader on the cards market: 4.74 million cards (2.1 digital cards)
- Loans: RON 26.9 billion; Deposits: RON 68.4 billion

## Large Corporate

- Above 1,400 clients
- Approx. RON 4.8 billion new loan production
- RON 5.9 billion deposits; RON 9.0 billion loans

## MidCorporate

- Approx. 10,000 clients
- RON 4.6 billion loans granted
- RON 7.2 billion loans +14%; RON 8.3 billion deposits, (2021/2020)

## SME

- Above 20,000 clients
- Above 2,400 new loans (> RON 1.6 billion)
- RON 3.1 billion loans +19%; RON 4.9 billion deposits, +23% (2021/2020)

## Microfinance

- Above 350,000 clients
- Above 12,600 loans granted (RON 2 billion)
- Loans: RON 3.7 billion; Deposits: RON 15.1 billion

# Integration Status Idea::Bank into BT Group



- **October 2021:** we acquired Idea::Bank, Idea::Leasing and Idea::Broker de Asigurare;
- **April 2022:** we announced the first BT services for Idea::Bank customers;
- The integration of Idea::Bank into the BT Financial Group is ongoing until June 13 this year, when the transfer of the contracts concluded by Idea::Bank with its customers to Banca Transilvania will be completed;
- **14 June 2022:** Idea::Bank customers who become BT customers will be able to access products and services exclusively through Banca Transilvania.

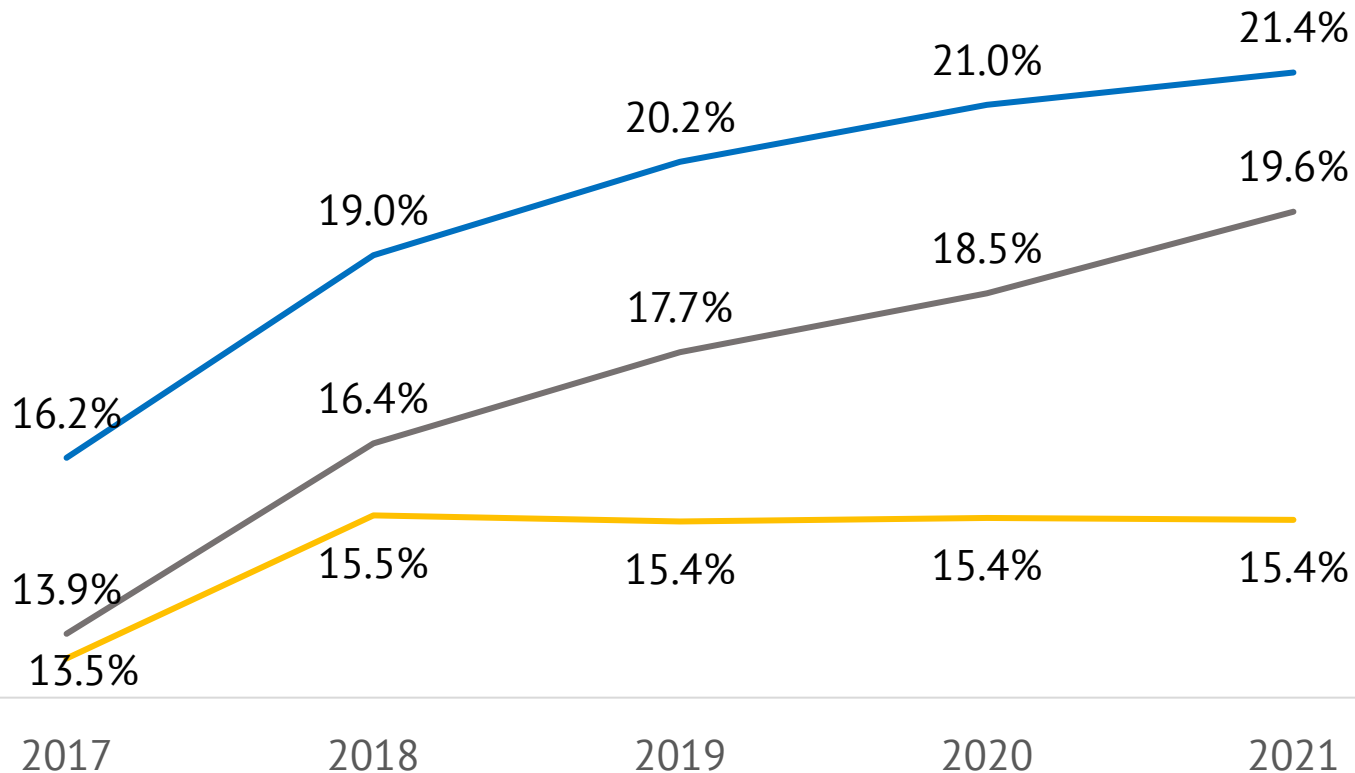
Idea::Bank will remain a legal entity, part of the BT Group, will have a new brand and will become a digital hub where online banking solutions will be developed.



# BT's Growth in the Past 5 Years

- BT has become the leader of the banking market
- Market share: from 13.9% to 19.6%
- Development of the number of customers: from 2.4 to 3.6 million
- Market cap: from RON 9.2 billion to ROM 16.3 billion
- New jobs: from 7,719 to 9,337 employees

# Trends of the main BT market shares



**Deposits:**  
**≈21.4%**

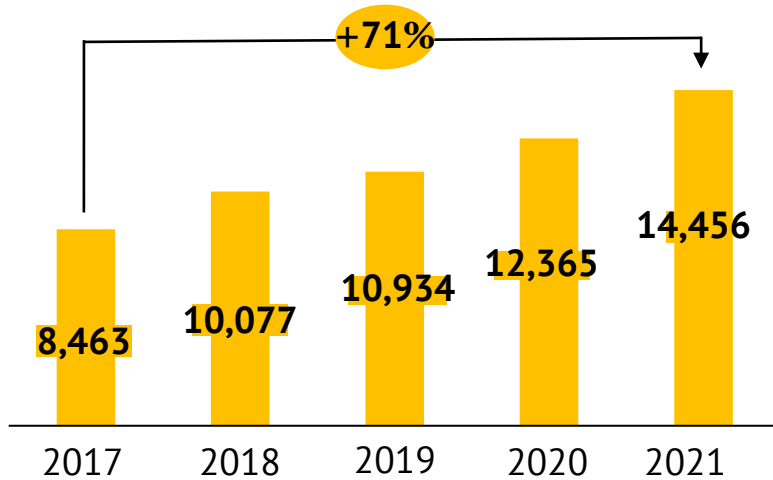
**Assets: 19.6%**

**Loans: 15.4%**

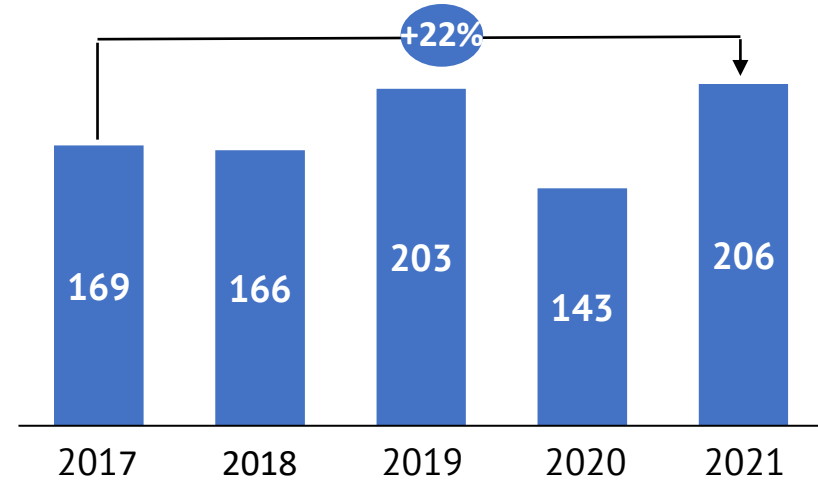
# Increase of BT's Efficiency in the Past 5 Years



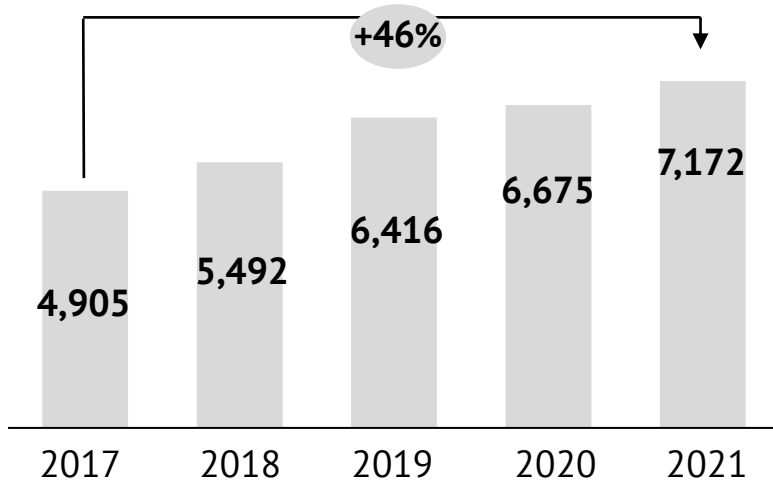
Total assets/employee (RON thd.)



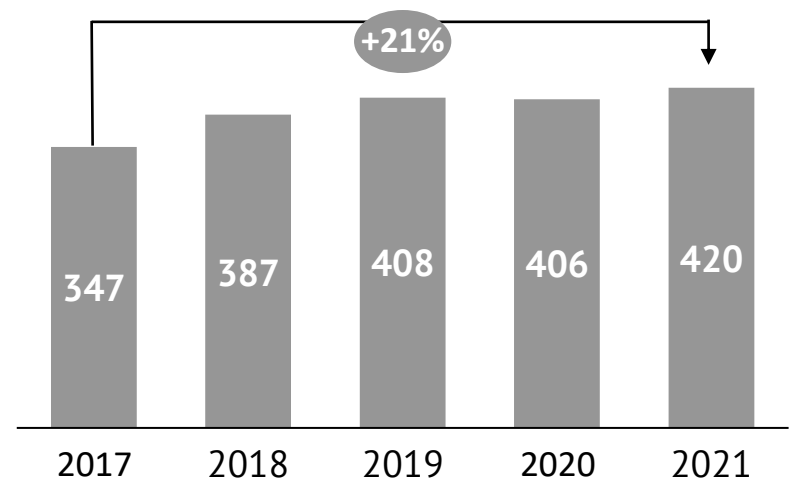
Net profit/active employee (RON thd.)



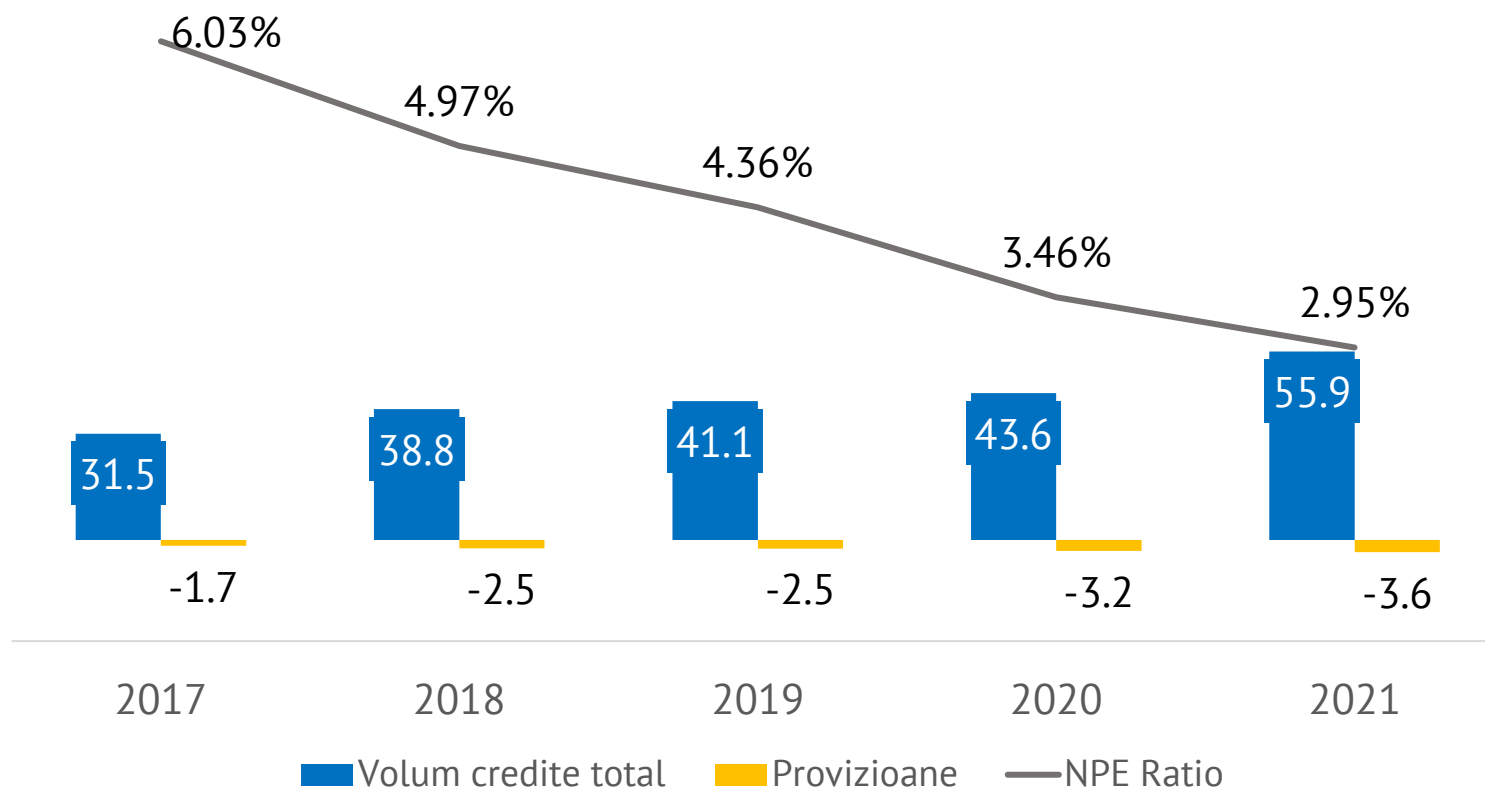
Active clients/unit



Active clients/employee



# Volume of Loans, Provisions and NPLs in BT



Development  
2017 – 2021:

Gross loans:  
**+77.5%**

NPE Ratio\*:  
**-3.1 pp**

Provisions:  
**+108.7%**

RON billion

NPE Ratio according to EBA standards



- Total number of employees: 9,337 de persons
- Average age: 37 years
- Staff turnover: 12% (2021 vs 2020)

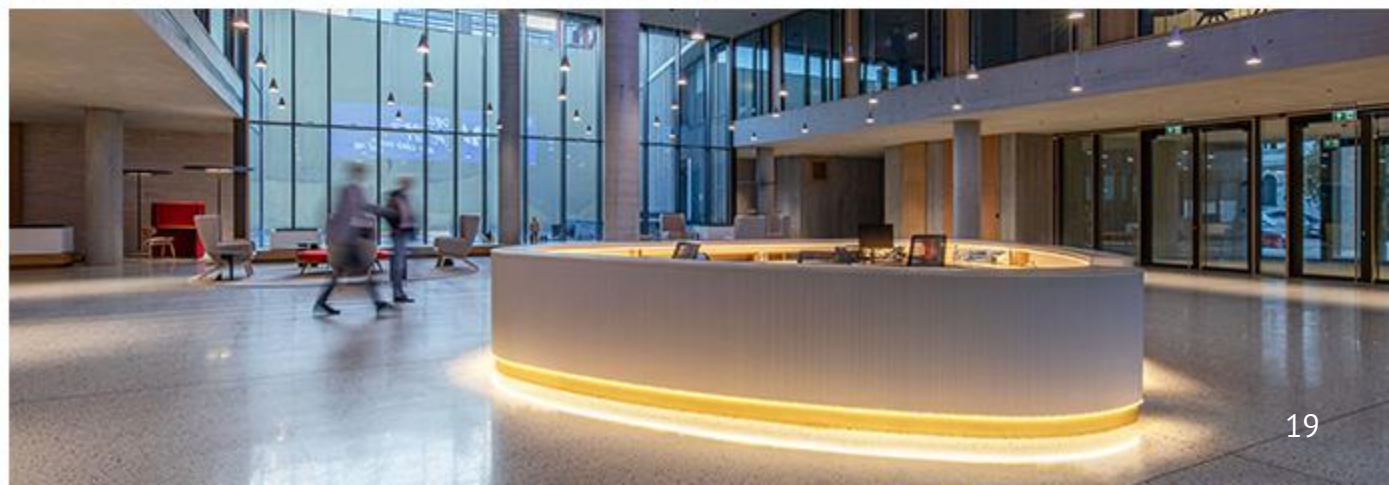
# Involvement in Community



- Total number of partner organizations: 115
- Amount we committed (2021): RON 27 million
- Total number of supported projects: 125

# **BT Has a New Headquarters**

## **Cluj-Napoca, Dorobantilor street, 30 - 36**



# **Separate Financial Statements **2021****

**Banca Transilvania**



# Separate Financial Statements

## Profit & Loss Account



	Achieved 2021	Budget 2021	Achieved 2020	2021/2020
<b>Net banking income of which:</b>	<b>4,348</b>	<b>4,149</b>	<b>3,937</b>	<b>10.4%</b>
• net interest income	2,740	2,915	2,580	6.2%
• net commission income	806	725	656	22.8%
<b>Operating expenses</b>	<b>-2,091</b>	<b>-2,043</b>	<b>-1,782</b>	<b>17.3%</b>
<b>Operating profit</b>	<b>2,257</b>	<b>2,106</b>	<b>2,155</b>	<b>4.7%</b>
Net provisions	-235	-590	-784	-70.0%
<b>Gross profit</b>	<b>2,022</b>	<b>1,516</b>	<b>1,371</b>	<b>47.5%</b>

# Separate Financial Statements

## Statement of Financial Position



	Achieved 2021	Budget 2021	Achievement 2020	2021/2020
Loans and advances to customers	55,853	47,207	43,554	28%
Provisions	-3,614	-4,081	-3,190	13%
Cash and cash equivalents	26,376	25,027	27,615	-4%
Portfolio of debt instruments, equity instruments, and derivatives, net of provisions	42,786	43,609	32,401	32%
Intangible assets	2,429	2,436	2,096	16%
• Property and equipment and intangible assets	1,694	1,937	1,596	6%
• Shareholdings	735	500	500	47%
Other assets	1,232	824	879	40%
<b>Total assets</b>	<b>125,062</b>	<b>115,022</b>	<b>103,355</b>	<b>21%</b>
Equity	9,353	10,391	9,523	-2%
Subordinated loans	1,706	2,175	1,664	3%
Deposits from customers	102,698	98,524	88,297	16%
Deposits from banks	8,410	1,408	1,488	465%
Other liabilities	2,894	2,525	2,383	21%
<b>Total liabilities and equity</b>	<b>125,062</b>	<b>115,022</b>	<b>103,355</b>	<b>21%</b>

RON million

# **Consolidated Financial Statements 2021**

**Banca Transilvania** Financial Group

# Profit & Loss Account

## Banca Transilvania Financial Group

	Achieved 2021	Achieved 2020	2021/2020
<b>Net banking income of which:</b>	<b>4,934</b>	<b>4,536</b>	<b>8.8%</b>
• net interest income	3,142	2,977	5.5%
• net commission income	961	776	23.8%
<b>Operating expenses</b>	<b>-2,382</b>	<b>-2,048</b>	<b>16.3%</b>
<b>Operating profit</b>	<b>2,552</b>	<b>2,488</b>	<b>2.6%</b>
Bargain gain	7	-	
Net provisions	-257	-866	-70.4%
<b>Gross profit</b>	<b>2,303</b>	<b>1,622</b>	<b>41.9%</b>

RON million



# Statement of Financial Position

## Banca Transilvania Financial Group



	Achieved 2021	Achieved 2020	2021/2020
Loans and advances to customers	60,054	45,619	32%
Provisions	-3,936	-3,498	13%
Cash and cash equivalents	28,715	29,356	27%
Portfolio of debt instruments, equity instruments, and derivatives, net of provisions	44,204	33,322	33%
Intangible assets	1,967	1,660	19%
• Property and equipment and intangible assets	1,962	1,658	18%
• Shareholdings	4	2	197%
Other assets	1,497	1,034	45%
<b>Total assets</b>	<b>132,501</b>	<b>107,492</b>	<b>23%</b>
Equity	10,564	10,414	1%
Subordinated loans	1,762	1,668	6%
Deposits from customers	108,022	90,942	19%
Deposits from banks	8,954	2,011	345%
Other liabilities	3,199	2,457	30%
<b>Total liabilities and equity</b>	<b>132,501</b>	<b>107,492</b>	<b>23%</b>

RON million

**3**

Approval of the distribution of dividends from the profit of 2021, in amount of RON 800,000,000, being granted as cash dividends.

Approval of a gross dividend/share of RON 0.1267533618.

# Profit Distribution Proposal 2021

Profit distribution proposal 2021	RON
<b>Gross profit</b>	<b>2,022,367,212</b>
Current/deferred income tax	-239,663,600
<b>Net book profit</b>	<b>1,782,703,612</b>
5% distribution to the statutory reserve from the gross profit	-101,118,361
Distribution to reserves from the reinvested profit	-116,472,600
<b>Net distributable profit</b>	<b>1,565,112,651</b>
Reserves from the net profit 2021	1
Dividends	800,000,000
Capitalization of net profits 2021	765,112,650

# Dividend Distribution Proposal 2021



## Bank's capital structure as at 31.12.2021

Ratios	Profit included, without dividend distribution	Profit included, after dividend distribution
CAR NBR	26.15%	24.48%
CET 1 NBR	22.99%	21.31%
OCR** (10.34% +4.5%)	14.84%	14.84%
TSCR* (8% +2.34%)	10.34%	10.34%
Min CAR	8%	8%

- Proposed distribution of profits in 2021: RON 982.7 million (~55% of 2021 profit) will be used to increase the capital base and build reserves;
- RON 800 million (~45% of 2021 profit) is proposed for the distribution of dividends, which will go to approximately 40,000 individual and corporate shareholders.

\*TSCR includes the minimum capital adequacy level and the additional requirements ordered by the NBR

\*\*OCR includes TCSR and capital buffers (conservation buffer + the highest value of the buffer for other systemically important institutions and the systemic buffer)

# Impact of the Dividend Distribution Proposal

Equity (Dec 31, 2021)	RON 9.35 billion
Proposed dividend:	RON 800 million
Estimated own funds for 2022 (without the impact of the 2022 profit):	RON 10.9 billion
Estimated profit for 2022	RON 2,103.6 million
Estimated equity (Dec 31, 2022)	RON 9.41 billion

## Impact of ratios estimated for end 2022:

- Without proposed dividend: Capital Adequacy Ratio 26.7%, ROE\* 25.3%
- With proposed dividend: Capital Adequacy Ratio 25.2%, ROE\* 26.5%

\*Net profit for the financial year/average equity (December current year vs. previous year)

# 4

Discharge of administration for the year 2021

# 5

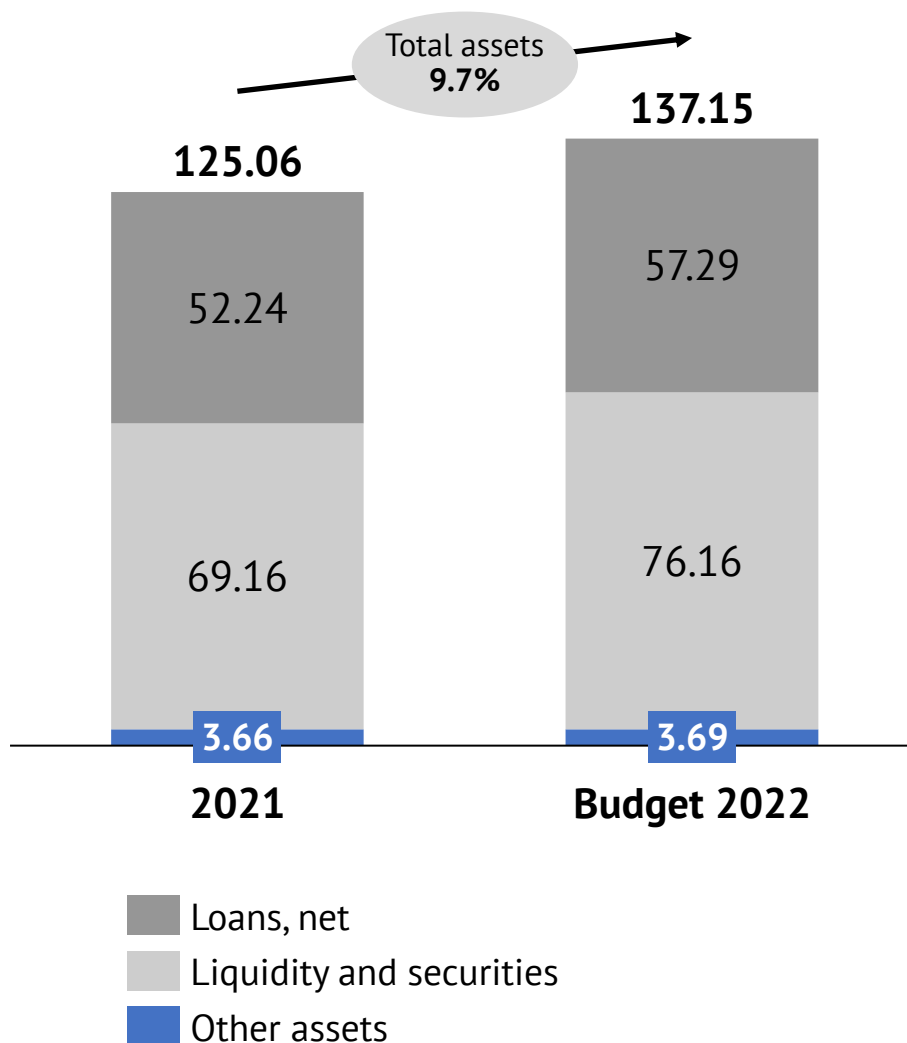
Approval of the income and expenditure budget and of the investment program for 2022 (business plan 2022).

# **Budget 2021**

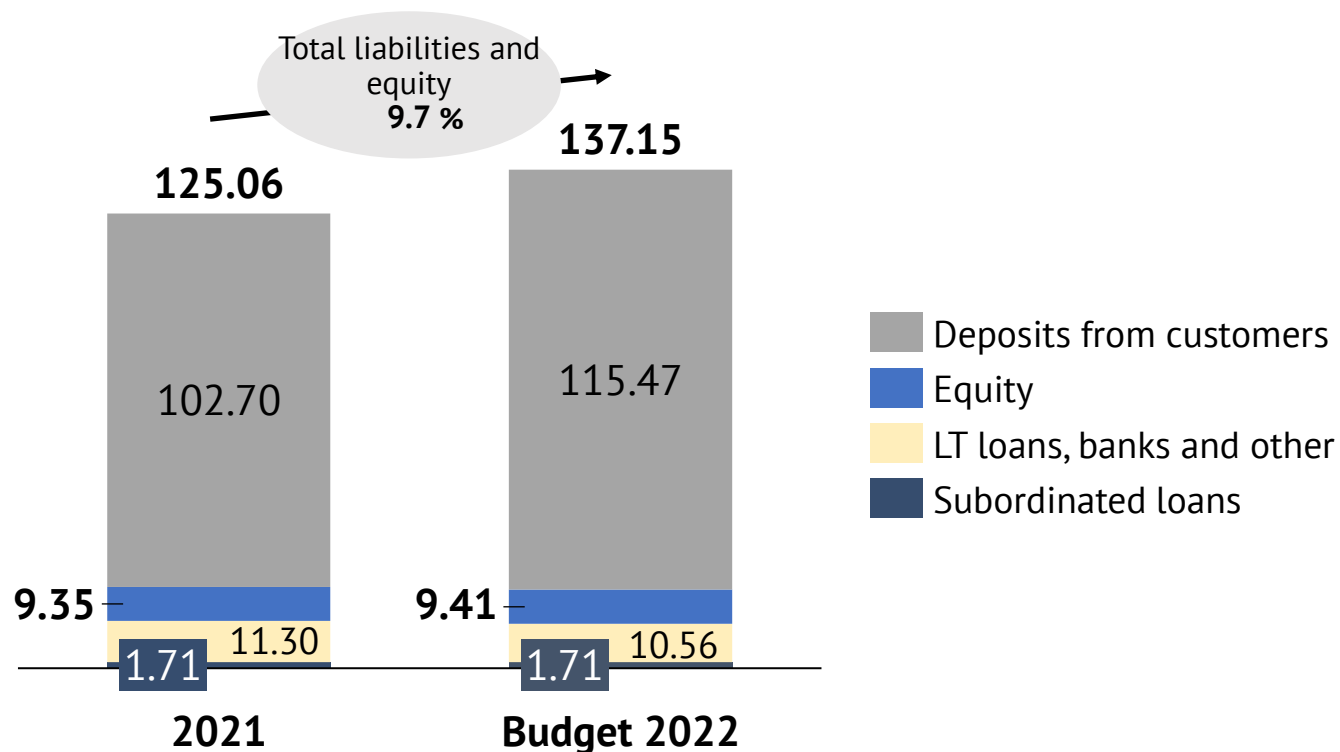
**Banca Transilvania**



# Total Assets (RON bln.)



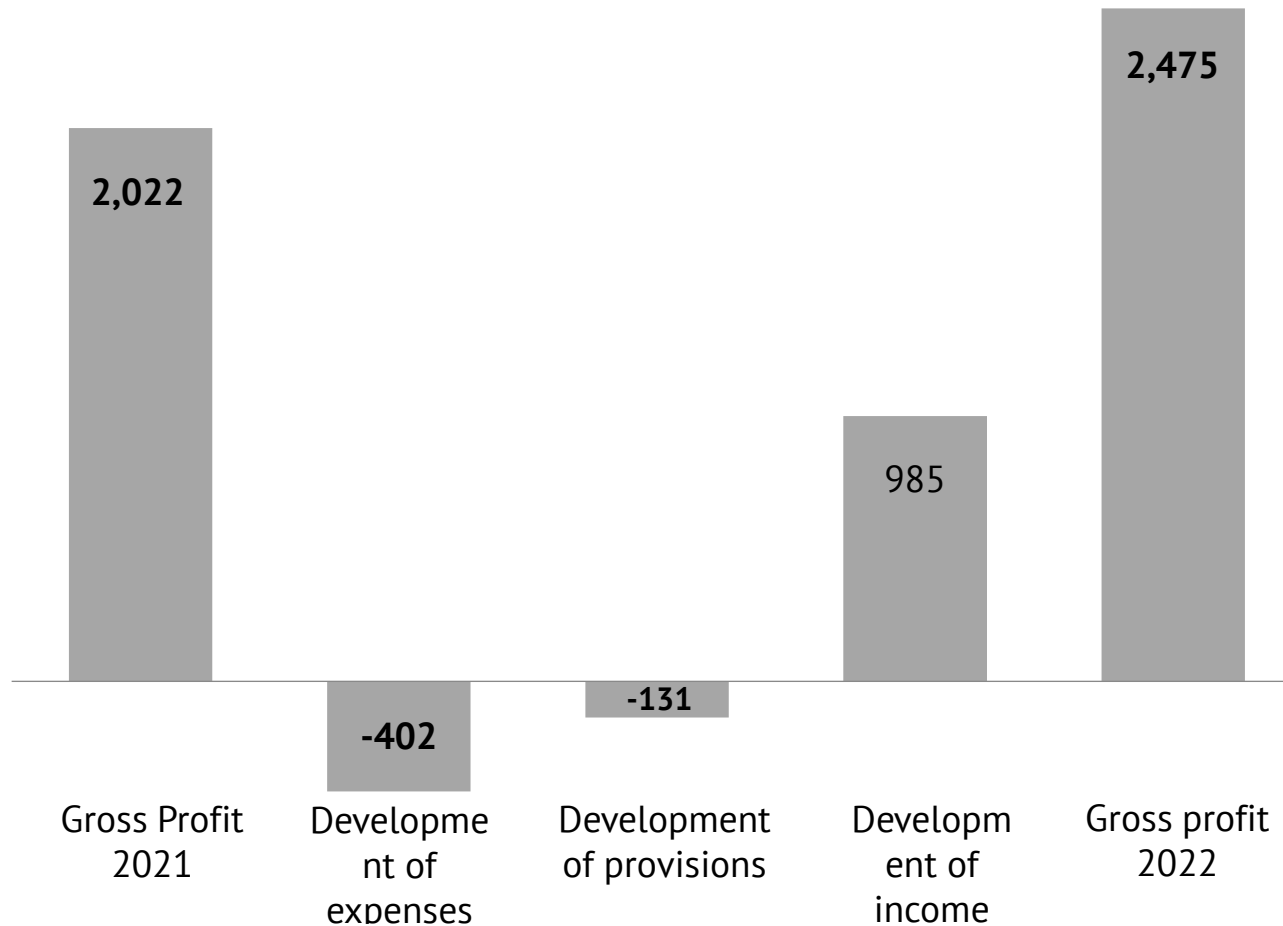
# Total Liabilities and Equity (RON bln.)



Ratios	2021	Budget 2022
Loans/deposits	54.4%	53.2%
CAR*	26.2%	21.7%

\* The CAR has been determined based on the net profit as at 31.12.2021, and the budgeted profit for 2022

# Gross profit: evolution achieved 2021 - budget 2022 (RON million)



Ratios	2021	Budget 2022
ROE	18.0%	24.0%
Cost/Income	48.1%	46.7%

# Targets for 2022

- 1 Total assets: **+9.7%**
- 2 Total gross loans **+8.9%**
- 3 Total deposits from customers: **+12.4%**
- 4 Cost/Income ratio: **46.7%**
- 5 Loans/deposits: **53.2%**

# Investment Budget for 2022. Proposal



Investment budget for 2022	RON million
Buildings – agencies and branches	108.62
IT investments and cards, of which:	333.81
Hardware IT	46.93
Software IT	230.70
Retail and cards, of which:	56.19
Hardware, retail cards	11.71
Software, retail cards	44.48
Security	10.26
Cash processing center	8.68
Digital initiatives	53.25
Other	41.55
<b>Total investment (VAT included)</b>	<b>556.17</b>

# 6

Election of the new Board of Directors for the 2022 - 2026 term of office

# Horia Ciorcilă

## CAREER

<b>2002 - present:</b>	Chairman of the Board of Directors Banca Transilvania
<b>2013 - present:</b>	Member of the Board of Directors SIF Moldova S.A.
<b>2006 – 2020:</b>	Member of the Board of Directors ACI S.A.
<b>2005 – 2009/2012 – 2013:</b>	Member of the Board of Directors BT Asset Management SAI
<b>2007 – 2009:</b>	Chairman of the Board of Directors BT Aegon
<b>2000 – 2009:</b>	Member of the Board of Directors BT Asigurări S.A.
<b>1996 - present:</b>	Founder RomVioCons - Omniconstruct
<b>1995 – 1996 – 2006:</b>	Founder of the Maestro Industries group of companies
<b>1994 – 2002:</b>	Founder BT and member of the Board of Directors Banca Transilvania
<b>1993 – 2005:</b>	Founder, director and manager of the cable communications group Astral TV, Storm TV (became Astral Telcom in 2000)
<b>1990 – 1993:</b>	Comitra S.A. - Manager

## EDUCATION

Technical University of Cluj-Napoca, The Faculty of Automatic Control and Computer Science.





# Mirela Bordea

## CAREER

- 2018 - present:** Member of the Board of Directors of Banca Transilvania
- 2014 – 2017:** Member of the Board of Directors, Romanian Association of Banks
- 2003 – 2017:** Vice-Chairman Member of the Management, Credit, Human Resources, Information Technology Security, ALCO committees, Member of the Board of Directors (2003 - 2014):  
Finansbank/Credit Europe Bank România  
Member of the Board of Directors, Finansbank/Credit Europe Bank Romania
- 1998 – 2003:** Manager of Risk Management and Credit Administration; Member of the Credit and NPL Committee: Banca de Credit Industrial și Comercial/Finansbank
- 1993 – 1998:** Head of Economic Department, Banca de Credit Industrial și Comercial
- 1992 – 1993:** Economic Manager, Comex SRL
- 1985 – 1991:** Trade Representative, Brussels Economic Agency, Ministry of Foreign Trade

## EDUCATION

Academy of Economic Studies Bucharest, Specialization in International Economic Relations  
Economist - Foreign Trade



# Vasile Pușcaș

## CAREER

- 2013 - present:** Member of the Board of Directors of Banca Transilvania  
**2021 - present:** Corresponding Member of the Romanian Academy  
**2012 – 2013:** Senior Adviser for the European Programmes Department  
**2012 - present:** Professor Department of European Studies  
**2011 - present:** Ad Personam Jean Monnet Chair, Babeș-Bolyai University, Cluj-Napoca  
**1995 - present:** Professor, Faculty of History-Philosophy, Department of Contemporary History and International Relations, UBB  
**2000 - present:** PhD supervisor in International Relations and European Studies  
**2000 - present:** Associate Professor, PhD in International Relations, IUIES- Gorizia/ Trieste University  
**1999 - present:** Manager of the Institute of International Studies, Faculty of History-Philosophy, UBB  
**2002 - present:** Member of the National Commission for the Recognition of Degrees and Diplomas (Ministry Education and Research)  
**2002 – 2009:** Senior Research Scientist, Institute of Political Science and International Relations ISPRI), Romanian Academy  
**2009 - present:** Senior Scientific Researcher, "G. Barițiu" Institute of History, Cluj-Napoca  
**2002 – 2007:** Director of the Institute of Political Science and International Relations, Romanian Academy  
**1999 – 2000:** Director of the Centre for Journalism and Communication Training, Cluj-Napoca  
**1999 – 2000:** Director of the Master Programme: International Management and European Affairs, UBB  
**1995:** Dean, Faculty of Political Science and Public Administration, UBB, Cluj-Napoca  
**1993 – 1995:** Associate Professor, Department of Contemporary History, UBB, Cluj-Napoca  
**1990 – 1993:** Lecturer, Department of Contemporary History, UBB, Cluj-Napoca  
**1990 – 1991:** Vice-Dean, Faculty of History and Philosophy, UBB, Cluj-Napoca  
**1990 – 1991:** Director, Centre for Democracy and Post-Communism Studies, UBB, Cluj-Napoca  
**1979 – 1990:** Assistant Professor, Faculty of History-Philosophy, UBB, Cluj-Napoca  
**1976 – 1979:** Instructor, House of Students' Culture Cluj-Napoca

## EDUCATION

PhD - History Babeș-Bolyai University, Cluj-Napoca; Bachelor in History and Social Sciences Faculty of History and Philosophy, Babeș-Bolyai University, Cluj-Napoca



# Thomas Grasse

## CAREER

- 2014 - present:** Member of the Board of Directors of Banca Transilvania
- 2009 – 2022:** Independent Director/Financial Consultant: PJSC Credit Bank of Moscow
- 2014 – 2022:** Member of the Supervisory Board (nominated by EBRD), Member of the Strategy and Capital Markets Committee, Member of the Audit and Risk Committee - JSC Alliance Bank, Almaty, Kazakhstan
- 2010 – 2014:** Member of the Board of Directors (independent), Chairman of the Audit, Risk and Recovery Committee, Chairman of the Credit Committee, Member of the Strategic Planning and Corporate Governance Committee
- 2009 – 2014:** Member of the Board of Directors and Executive Committee - Specta Group, Moscow
- 2012 - present:** Member of the Advisory Board of Banca Intesa, Moscow
- 2007 – 2008:** Unicredit CAIB Poland - Member of the Executive Board, CFO and COO
- 1998 – 2007:** Bayerische Hypo-und Vereinsbank AG, Munich - Head of Strategic M&A Department
- 1997 – 1998:** Hypo-Bank, Munich - Head of Corporate Holdings Department
- 1994 – 1997:** Hypo-Bank Regional Head Office Landshut/ Rosenheim - Head of Corporate Clients
- 1984 – 1993:** Hypo-Bank Munich, Germany - Corporate Holdings Department, Team Leader, Vice-Chairman
- 1979 – 1983:** Hypobank International SA, Luxemburg - Credit Specialist, International and Syndicated Loan Division
- 1974 – 1979:** Hypo-Bank, Mannheim Branch, Germany - Credit Specialist, Relationship Manager for Corporate and Retail Clients

## EDUCATION

Bankakademie Frankfurt - Business School of Finance and Management - Bachelor in Banking





# Ivo Gueorguiev

## CAREER

- 2014 - present:** Member of the Board of Directors Banca Transilvania
- 2022 - present:** Member of the Board of Directors Idea::Bank
- 2015 - present:** Member of the Board of Directors Phyre AD, Bulgaria
- 2013 - present:** Private investor
- 2011 – 2012:** TBI Bank, Chairman of the Supervisory Board
- 2001 – 2011:** Managing Director and Chairman of the Management Board TBIF Financial Services BV
- 1999 – 2001:** Senior Banker, Financial Institutions Group European Bank for Reconstruction and Development
- 1997 – 1998:** ViceChairman, Bankas Hermis & Chief Executive Officer, Hermis Finance
- 1993 – 1997:** Principal Banker, Baltics/Belarus Group European Bank for Reconstruction and Development
- 1992 – 1993:** Management Consultant VARSITY Consulting Group Edmonton, Canada Participation in Boards of

Directors / Supervisory Boards

2013-present Credibul AD, Bulgaria - Board Member

- 2011 – 2012:** TBI Bank, Bulgaria - Member of the Supervisory Board
- 2002 – 2011:** TBI Leasing AD, Bulgaria - member of the Board of Directors
- 2001 – 2011:** TBI Credit EAD, Bulgaria - member of the Board of Directors
- 2002 – 2011:** TBI Leasing SA, Romania - Vice-Chairman of the Board of Directors
- 2003 – 2011:** TBI Credit SA, Romania - Vice-Chairman of the Board of Directors
- 2002 – 2011:** TBI Invest / Asset Management, Bulgaria - Chairman of the Board of Directors
- 2003 – 2011:** TBIF Bulgaria - CEO and - Member of the Board of Directors
- 2004 – 2007:** TBI Bulgaria - Chairman of the Board of Directors
- 2006 – 2011:** VABank, Ukraine - Deputy Chairman of the Supervisory Board 2005-2007 Arka Consumer Finance, Russia - Member of the Supervisory Board
- 2007 – 2011:** Sovcom Bank, Russia - Member of the Supervisory Board
- 2002 – 2008:** Sympatia Finance, Slovakia - Member of the Supervisory Board
- 2000 – 2001:** Energo SA, Poland - Member of the Supervisory Board 1997-1999 Hermis Bank, Lithuania - Vice-Chairman
- 1997 – 1999:** Hermis Finance, Lithuania - Chairman

## EDUCATION

MSc in International Business – University of National and World Economy MBA – University of Alberta



# Florin Predescu Vasvari

## CAREER

- 2006 - present:** Professor of Accounting and Head of Department, Faculty of Accounting, London Business School
- 2019 - present:** Academic Director, Institute of Entrepreneurship and Private Equity, London Business School
- 2019 - present:** Member of the Board and Finance Committee, London Business School
- 2020-2021:** Director of the Faculty of Finance, London Business School
- 2019 - present:** Member of the Board of Directors, Validus Risk Management (London, New York and Toronto)
- 2021 - present:** President, Alkeemia Spa (Venice, Italy)
- 2021 - present:** Chairman of the Board of Directors, Sunwave Pharma (Bucharest)
- 2019 - present:** Senior Advisor and Member of the Risk Committee, Blantyre Capital (London)
- 2018 - present:** Member of the Board of Directors and Member of the Investment Committee, Morfosis capital (Bucharest)

## EDUCATION

PhD in Accounting, Rotman School of Management, University of Toronto, Canada (Specialization in Finance and Econometrics)

M.A. in Economics, Department of Economics, University of Toronto, Canada

Bachelor in Quantitative Economics, Faculty of Economic Cybernetics, Statistics and Computer Science, Academy of Economic Studies, Bucharest, Romania



# Lucyna Stanczak-Wuczynska

## CAREER

- 2015 - present:** Member of the Supervisory Board Erste Bank Hungary
- 2021 - present:** Chairman of the Supervisory Board BNP Paribas Bank Polska, Member of the Risk, Audit and Nomination/Remuneration Committees.
- 2014 – 2020:** Member of the Advisory Board, Concordia 21 Private Equity Fund
- 2012 – 2014:** Member of the Supervisory Board, Member of the Audit Committee, Alior Bank, Poland S.A.
- 2011 – 2014:** Observer of the Supervisory Board Polkomtel Ltd.
- 2013 – 2014:** Member of the Supervisory Board, Chairman and member of the Investment Committees of the Polish State Wealth Fund (Polskie Inwestycje Rozwojowe), now PFR
- 2012 – 2015:** Member of the Supervisory Board, Vice-Chairman, Awbud Group, Poland
- 2007 – 2008:** Supervisory Board Observer - Exatel Telecom

## EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT

- 2014 – 2020:** Regional Manager, Financial Institutions, EU Banks
- 2008 – 2014:** EBRD Country Manager, Poland
- 2005 – 2008:** EBRD Deputy Manager, Energy Group
- 2000 – 2005:** EBRD Senior Banker, Infrastructure Business Group
- 1998 – 2000:** Vice President, ABN AMRO Bank, Structured Finance
- 1996 – 1998:** Senior Officer, Credit Agricole, Corporate Finance

## EDUCATION

Postgraduate studies - Advanced European Studies, College of Europe, Bruges, Belgium, Economics and European Integration

Warsaw School of Economics, Poland, Master in Economics, Finance and Statistics, Econometrics



# Constantin Frătilă

## CAREER

<b>2020 - present:</b>	Member of the Supervisory Board of Transilvania Investment Alliance S.A. (formerly SIF Transilvania S.A.) Director of Global Building Investment S.A.
<b>2019 - present:</b>	Director of Alcorex Building S.R.L.
<b>2016 - present:</b>	CEO of Alcorex Building S.R.L. President of the Association of Builders and Investors Dobrogea
<b>2011 - present:</b>	Director of Kronstadt Papier Technik S.A.
<b>2021:</b>	Member of the Board of Directors of Neptun - Olimp S.A.
<b>2020 – 2022:</b>	Chairman of the Board of Directors of Aro-Palace S.A. Chairman of the Board of Directors of Turism, Hoteluri, Restaurante Marea Neagră S.A.
<b>2019:</b>	Chairman of the Board of Directors, COMCM S.A.
<b>2018 – 2019:</b>	CEO, COMCM S.A.
<b>2017 – 2018:</b>	Member of the Supervisory Board of Transilvania Investment Alliance S.A. (formerly SIF Transilvania S.A.)
<b>2015 – 2016:</b>	Member of the Board of Directors, COMCM S.A.
<b>2015:</b>	CEO, COMCM S.A.
<b>2013 – 2021:</b>	Chairman of the Board of Directors of Scut S.A.
<b>2013 - 2014</b>	Member of the Supervisory Board of Transilvania Investment Alliance S.A. (formerly SIF Transilvania S.A.) Chairman of the Board of Directors, COMCM S.A.
<b>2009 – 2011:</b>	Director of Utilaj Greu S.A. Murfatlar Director of Euxin S.A.
<b>2007 – 2021:</b>	CEO of Scut S.A.
<b>2001 – 2005:</b>	CEO of Com Auto S.A. Constanța Director of Leasing Auto Romania S.R.L. Constanța
<b>2001 – 2011</b>	Member of the Board of Directors, COMCM S.A.
<b>1997 – 2001:</b>	Chairman of the Board of Grup Media Sud S.A. Constanța
<b>1994 – 1997:</b>	CEO of Com Auto S.A. Constanța
<b>1990 – 1994:</b>	CEO of Automecanica S.A. Constanta

## EDUCATION

University "Transilvania" Brasov, Faculty of Mechanics - Department "Road Vehicles", Bachelor (Engineer)

Online training and continuous professional development course with the professional training organization A.S. Finan Cial Markets S.R.L.





# 7

Establishing the directors' remuneration for 2022, including the maximum limit of the additional remunerations (fixed and variable) awarded to the directors and managers

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# 8

Approval of the date of **June 6, 2022** as registration date and **June 3, 2022** as **ex-date** for the identification of the shareholders to be granted rights resulting from the OGMS decisions and to be impacted by the OGMS decisions.

9

Approval of the date of **June 16, 2022** as the dividend payment date

# 10

Mandating the Board of Directors and the individual members for the enforcement of the decisions adopted by the Ordinary General Meeting of Shareholders.

# **Extraordinary Meeting of Shareholders**

**11 topics on the agenda**



# 1

Election of the meeting secretaries and of the 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 by RON 765,112,650 and by the issue of 765,112,650 new shares with a face value of RON 1/share, as well as the establishment of a price for the compensation of the share fractions resulting from the algorithm and the rounding of the results, in accordance with the applicable legal provisions, as well as the granting of a mandate to the Board of Directors to establish a higher price than the approved one (if applicable).

The share capital increase shall be achieved through the incorporation of the reserves from the 2021 net profit, in amount of RON 765,112,650, through the issue of 765,112,650 shares with a face value of RON 1/share to the benefit of the shareholders registered with the Shareholders' Register kept by the Central Depository as at the registration date to be established by the GMS (proposal: July 13, 2022).



# 3

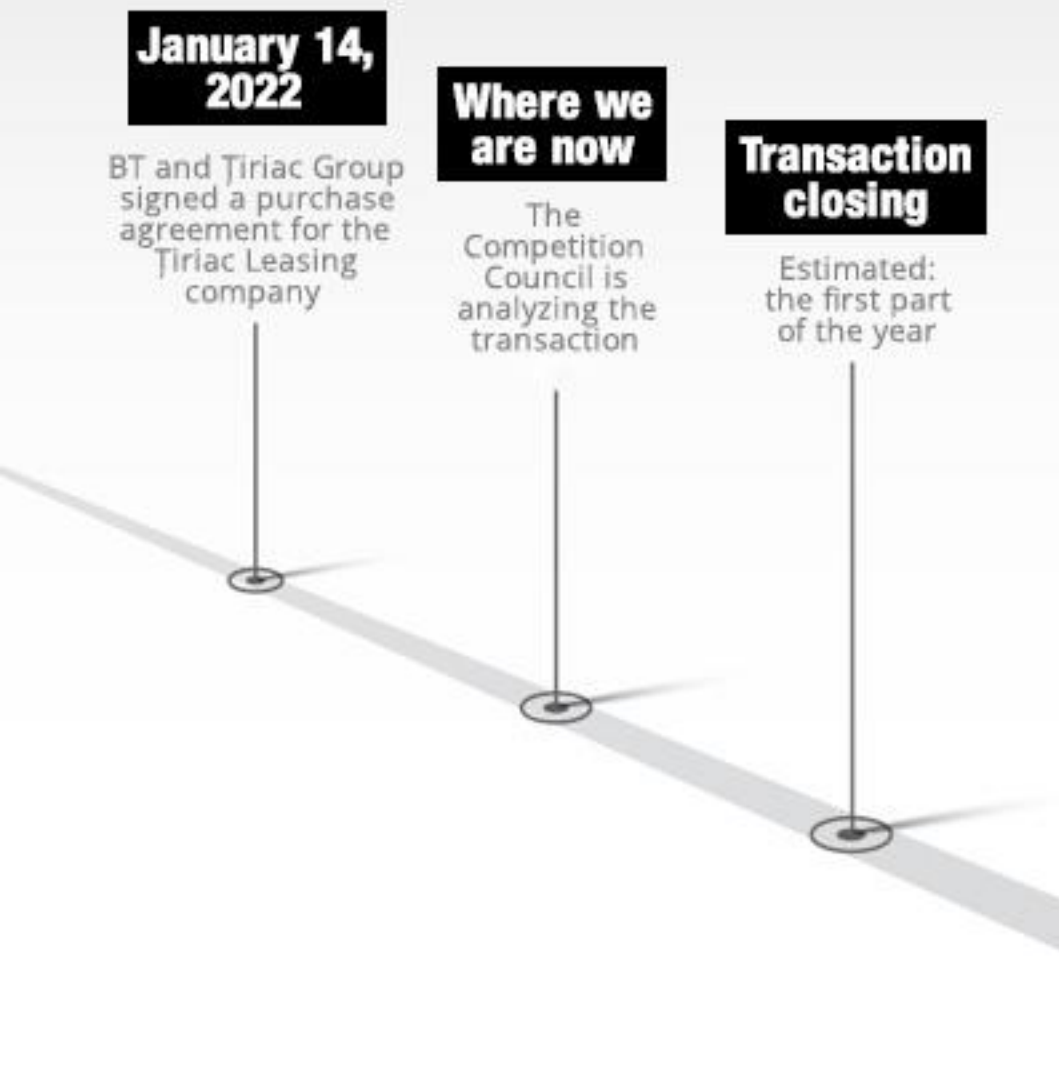
Approval of the redemption by the bank of own shares, in accordance with the applicable legal provisions, under the following terms and conditions: up to 40,000,000 shares (0.63% of the total shares that make up the share capital) with a face value of RON 1/share at a minimum price equal to the market price on the BSE at the time of the purchase and a maximum price of RON 4, for a period of maximum 18 months as of the publishing of the EGMS Decision in Romania's Official Gazette Part IV, within a stock option plan program, in order to implement a remuneration system and an employee loyalty program for a period of at least 3 years, as well as the payment of certain fixed remunerations, and the granting of a mandate to the Board of Directors for the enforcement of this decision. All the above mentioned values (number of shares, minimum and maximum price, nominal value and any other impacted aspects) will be adjusted accordingly, following the completion of the consolidation procedure and the modification of the nominal value from 1 RON/share to 10 RON/share.

Approval of the consolidation of the nominal value of a BT share, from RON 1 /share to RON 10/share, by increasing the nominal value of the shares while reducing the total number of shares (10 shares with a nominal value of RON 1/share = 1 share with a nominal value of RON 10/share), the establishment by the General Meeting of Shareholders of a price for the compensation of fractions of shares resulting from the application of the algorithm and the rounding of the results, as provided for by the law in force, and the granting of a mandate to the Board of Directors and its individual members to carry out the resolution, including the approval of the specific documentation. The information document and the procedure for the consolidation operations are available on the company's website for consultation by shareholders.

5

Informing the shareholders about the start of the process of acquiring a stake in the share capital of Țiriac Leasing IFN SA.

# Transaction Status



## What the purchase brings:

- Opportunity to develop a niche business model
- Joint portfolio;
- Expanded range of products through alternative financing services;
- Financial lease expertise.

## Tiriatic Leasing, in figures (31.12.2020):

- Total assets: RON 1,164 million;
- Net assets: RON 216 million;
- Active contracts: over 14,000.

# 6

Approval of the date of **July 13, 2022** as registration date and **July 12, 2022** as **ex-date** for the identification of the shareholders to be granted other rights and to be impacted by the EGMS decisions, including without limitation the right to the free shares to be issued after the share capital increase.

7

Approval of the date of **July 14, 2022** as payment date for the free shares to be issued after the share capital increase.

8

Approval of the date of **August 17, 2022** as registration date and **August 16, 2022** as ex-date for the consolidation of the nominal value of Banca Transilvania shares

# 9

Approval of the date of **August 29, 2022** as payment date for the fractions resulting from the consolidation of the nominal value of Banca Transilvania's shares.



# 10

Approval of the amendment to the Bank's Articles of Incorporation as follows:

- Deletion of the second sentence of Article 10(d) - Capital Change.
- Deletion of subparagraphs e), k), m), n) and o) relating to Article 13(e) - Management Board.
- Rephrasing subparagraph i) relating to Article 13(e) - Board of Directors, as follows: i) approves the acquisition of a stake in other competing companies by the bank's leaders or directors;

Rephrasing Article 13(f) - Board of Directors, as follows:

The Board of Directors shall, as a rule, meet at least once every quarter and whenever necessary in the presence of at least half of its members. The participation in the BoD meetings can also take place via remote communication means (video-conference, telephone conference, etc.). Such convening notices shall be sent to all the members of the Board of Directors and shall include the venue, date and agenda of the meeting.

Board members may attend meetings by telephone and this should be noted in the minutes of the meeting. No decision may be made on unforeseen matters except for emergency situations and subject to the ratification of such decisions within the next meeting by the members who were absent when the decisions were made. The Board shall be chaired by the Chairman of the Board or, in his/her absence, by a member of the Board designated for that purpose by the Chairman. The decisions of the Board shall be taken (1) by an absolute majority of the votes of the members present and (2) by at least half of the number of directors and each such decision shall be recorded in the minutes signed by the Chairman and the Secretary.

- Rephrasing Article 13(h) - Board of Directors, as follows: For the secretarial work, the Board shall appoint a secretary either from among its members or from among the operational management staff. The proceedings of the Board shall be recorded in minutes.
- Rephrasing Article 13(m) - Board of Directors, as follows: No director may serve in more than five Boards of Directors, except for the cases laid down in paragraph (2) of Article 15316 of Law no. 31/1990. Moreover, the rules laid down in Government Emergency Ordinance No. 99/2006 on the maximum number of mandates he/she can hold shall be observed.

- Deletion of points h), i), l), m) and n) of Article 16 - Registers, Balance Sheet and Profit Distribution.
- Deletion of Article 19 - Relations with the National Bank.

The Articles of the Incorporation Deed shall be renumbered.

# 11

Mandating the Board of Directors and the individual members for the enforcement of the decisions adopted by the Extraordinary General Meeting of Shareholders.

<https://www.bancatransilvania.ro/en/investor-relations>

