

CURRENT REPORT in accordance with Law 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations

Date: 28.04.2022

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters:	Cluj-Napoca, Calea Dorobantilor nr. 30-36
Telephone/fax number:	0264/407150/407179
Registry of Commerce registration number:	J12/4155/1993
Individual identification number:	5022670
Subscribed and paid-up capital:	RON 6,311,469,680
Legal Stock Market:	Bucharest Stock Exchange

1. Important events to report:

- a) Change of control of the issuer – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency/judicial reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.
- e) Other events: The decisions of the Ordinary and Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 28th of April 2022, the Ordinary and Extraordinary General Shareholders' Meetings of Banca Transilvania S.A. Cluj-Napoca took place.

At the Ordinary and Extraordinary Shareholders Meetings shareholders representing 70.50% of the total number of shares with voting right, respectively 4,427,764,409 of the shares, were present, either in person or by power of attorney.

Following the debates, **The Ordinary General Shareholders' Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. Approval of the proposals for the meeting secretaries and technical secretaries, as follows:
Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Approval of the annual statutory IFRS financial statements for the 2021 financial year, in compliance with NBR'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 2021 exercise.
5. Approval of the revenue and expenditure budget and the investment plan for 2022 (business plan for 2022).

2022: Incomes and expenses budget:

INDICATOR	RON Million
Operating Income	5,333
Operating Expenses	(2,493)
Provisions (net)	(366)
GROSS PROFIT	2,104

2022: Investment Plan for Banca Transilvania:

- Buildings – agencies and branches: RON 108.62 million
- Investments IT and cards: RON 333.81 million
- Security: RON 10.26 million
- Cash processing center: RON 8.68 million
- Digital initiatives: RON 53.25 million
- Other: RON 41.55 million

TOTAL INVESTMENT (VAT included): RON 556.17 million

6. Election of the Board of Directors for the 2022-2026 mandate, with the following composition: **Horia Ciorcila, Thomas Grasse, Ivo Gueorguiev, Vasile Puscas, Mirela-Ileana Bordea, Florin Predescu Vasvari, Lucyna Stanczak-Wuczynska.**

7. Maintaining 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.

Following the debates, **The Extraordinary General Shareholders Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. Approval of the proposals for the meeting secretaries and technical secretaries, as follows: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-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 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);

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

Considering the above, each shareholder registered on the registration date, July 13th 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.

- 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.
- 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.
- 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 (the date of payment being the next working day according to the applicable legal provisions) 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 aquisition 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 concering 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 153⁶ 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.

**BOARD OF DIRECTORS
CHAIRMAN,**

Horia CIORCILĂ