

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 **September 29th, 2023**, at 14:00, respectively 15:00 hours, at BT headquarters, Calea Dorobantilor no. 30-36, for all the shareholders registered with the Shareholders' Register at the end of the day of **September 19th, 2023** (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. Approval of dividend distribution from the profit of 2022 as well as the reserves of the previous years as follows: the amount of RON 897,540,893 from the net profit reserves related to the year 2022, as well as the amount of RON 4,914,768.77 from the net profit reserves related to the previous years, thus the total amount of RON 902,455,661.77 being granted as cash dividends. Approval of the fixing of a gross dividend/share of 1.13 lei.
2. Approval of the date of **October 23rd, 2023** as the registration date and of the **ex-date October 20th, 2023**, 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.
3. Approval of the date **November 6th, 2023** as the payment date for the distribution of dividends.
4. 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, being able to perform any acts or deeds will be necessary, in order to carry out the decisions of the Ordinary General Shareholders Meeting.

For the Extraordinary General Meeting:

1. Approval of a program of corporate bond issues, denominated in euro and/or RON and/or in another currency, as the case may be, under market conditions in terms of

interest rate, with a maturity of not more than 10 years, with the frequency of the annual or semi-annual coupon, for a maximum amount of EUR 1,500,000,000 or equivalent, on the basis of a flexible structure, through several separate issues, carried out over a maximum period of 5 years, with the delegation of powers to determine the conditions of the issuance program to the Board of Directors in accordance with item 5 of the agenda (“**The Bonds**”).

2. Approval of the conduct of a public offer and/or private placement relating to first tranche bonds, which will be addressed to (i) qualified investors and/or (ii) up to 150 natural or legal persons other than qualified investors per Member State in accordance with the applicable legislative framework, with the delegation of powers to the Board of Directors on the offer of bonds for subsequent tranches (“**The Offer**”).
3. The approval of the Company’s performance of all necessary, useful and/or timely actions and formalities for the purpose of admission of bonds to trading on the regulated market administered by the Bucharest Stock Exchange and/or on the regulated market and/or in other trading venues in other jurisdictions after the offer is made (“**Admission**”).
4. Approval of the designation of BT Capital Partners S.A., a legal entity established and functioning in accordance with the laws of Romania, with its registered office in Romania, mun. Cluj-Napoca, Constantin Brancusi Street, no. 74-76, Brancusi Business Center, ground floor, Cluj County, registered with the Cluj Trade Register under no. J12/3156/1994, EUID: J12/3156/1994, unique registration code 6838953, as one of the intermediaries of the offer.
5. The approval of the authorization of the Board of Directors, with the possibility of subdelegation, as the case may be:
 - a) to issue any decision and to fulfill any necessary, useful and/or appropriate legal acts and facts for the fulfillment of EGMS decisions, including, without limitation, negotiation, establishment and approval of the type and the issue value of bonds, tranches of issue, issue price in accordance with market conditions, and other final terms and conditions of bonds, contractual terms, drawing, early repayment, interest, Fees and charges, guarantees, granting of any kind of collateral, ensuring the drafting and publication, if applicable, of any offer prospectus and final terms, as well as the negotiation, approval and signature of any acts related to the offer and admission,

negotiation and signing of any contracts with intermediaries and consultants and the fulfillment of any necessary legal acts and deeds, to the extent that they are in accordance with the relevant EGMS decisions;

- b) to approve any contracts and/or arrangements relating to bonds and/or the offer and/or admission or any other arrangements, prospectuses, any contracts for subscription, sale, agency, trust, consultancy, Certificates, declarations, registers, notifications, addenda and any other necessary documents and documents, to fulfill any formalities and to authorize and/or execute any other actions necessary to give full effect to the issuance of bonds and/or offer and/or admission (as applicable) and to empower representatives of the Company to sign any such documents, to perform any such formalities and to perform any such actions; and
 - c) to sign any documents, in the name of and on behalf of the company, with full power and authority, to submit, to request the publication of the decision in the Official Gazette of Romania, to collect any documents, as well as to perform any necessary formalities before the Trade Register Office, as well as before any other authority, public institutions, legal or natural persons, as well as to execute any operations, in order to comply with and ensure the enforceability of EGMS decisions.
- 6.** Approval of **October 23rd, 2023** as registration date and ex-date – **October 20th, 2023**, in order to identify the shareholders who will benefit from other rights and over whom the effects of the EGMS decisions are reflected.

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **October 2nd, 2023**, at 14:00, respectively at 15:00, at the above-mentioned venue, with the same agenda and the same reference date.

GMS Documents:

The convening notice, the documents to be debated as well as the GMS resolution draft are available, starting with **August 29th, 2023**, on the web page of the bank: (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 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 relating 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, at the date of publication of the convening notice, is composed of **798,658,233** 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 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 **September 14th, 2023**, according to the 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 Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023”*.

- 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 Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023”*.

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 **September 22nd, 2023**, 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 Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023”*, 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 Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023”*.

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 **September 19th, 2023**. 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 Ordinary and Extraordinary 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 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).

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 **September 22nd, 2023**, 17:00 (Romanian time), in an envelope clearly indicating "*For*

the Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023”

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 **September 22nd, 2023**, 17:00 (Romanian time), at actionariat@btrl.ro, with the subject *“For the Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023”*.

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 **August 29th, 2023**, 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 **September 22nd, 2023** (in an envelope mentioning "*For the Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023*"), 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 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 Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023*".

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 **August 29th, 2023**. 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 e-mail address actionariat@btrl.ro, with the subject "*For the Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023*" at the latest on **September 22nd, 2023**, 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 **September 22nd, 2023**, 17:00 (Romanian time) at the latest, stating clearly on the envelope "*For the Ordinary and Extraordinary General Meeting of Shareholders of the 29th of September/2nd of October 2023*".

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