

**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING****BANCA TRANSILVANIA S.A. CLUJ-NAPOCA****April 26, 2023**

On April 26 2023, 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 71.16% of the share capital, respectively 501,121,903 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. Increase of the share capital with the amount of RON 910,000,000 by issuing 91,000,000 new shares at a nominal value of RON 10/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 2022, in amount of RON 910,000,000, by issuing a number of 91,000,000 shares, with a nominal value of RON 10/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GSM (proposed date July 21st, 2023).

Sources for capital increase	Sums (RON)
Capitalization of reserves from the net profit of the year 2022	910,000,000

Considering the above, each shareholder registered on the registration date, July 21st 2023, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (91,000,000 / 707,658,233)$.

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

(adopted with unanimity of votes, representing 70.97% of the capital share; the number of valid votes is 499,780,829, of which 499,780,829 votes **for** and 0 votes **against**; there were 3,701 **abstentions** regarding this item)

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 5,000,000 shares (0.71% of the total shares included in the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 30 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.

(adopted with majority of votes, representing 69.80% of the capital share; the number of valid votes is 491,535,970, of which 380,423,002 votes **for** and 111,112,968 votes **against**; there were 8,248,560 **abstentions** regarding this item)

3. Granting the preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and BT BUILDING S.R.L. (absorbed company).

(adopted with unanimity of votes, representing 70.93% of the capital share; the number of valid votes is 499,485,291, of which 499,485,291 votes **for** and 0 votes **against**; there were 61,860 **abstentions** regarding this item)

4. Approval of the date of July 21st, 2023 as the registration date and of the ex-date – July 20th, 2023, 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 unanimity of votes, representing 70.93% of the capital share; the number of valid votes is 499,547,151, of which 499,547,151 votes **for** and 0 votes **against**; there were 0 **abstentions** regarding this item)

5. Approval of the date of July 24th, 2023 as the payment date for distribution of shares following the share capital increase.

(adopted with unanimity of votes, representing 70.93% of the capital share; the number of valid votes is 499,547,151, of which 499,547,151 votes **for** and 0 votes **against**; there were 0 **abstentions** regarding this item)

6. 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 unanimity of votes, representing 70.93% of the capital share; the number of valid votes is 499,547,151, of which 499,547,151 votes **for** and 0 votes **against**; there were 0 **abstentions** regarding this item)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA