



BANCA TRANSILVANIA

OTP Group Romania Acquisition

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WHY OTP GROUP ROMANIA?

A TRANSFORMATIONAL OPPORTUNITY FOR BANCA TRANSILVANIA TO REINFORCE ITS COMMITMENT TO SUPPORT THE ROMANIAN ECONOMY, WHILST STRENGTHENING ITS COMPETITIVE POSITION TO A MARKET SHARE OF ~23%

10th

LARGEST BANK IN ROMANIA

RON 20.8 BN

TOTAL ASSETS & A FULL RANGE OF FINANCIAL PRODUCTS

672 MN

NET INTEREST INCOME PROFITABLE BANKING BOOK

400.000

CLIENTS EXTENSIVE CLIENT BASE

OTP Group Romania is a **strong banking franchise in Romania** with a **comprehensive product offering** serving both wholesale and retail clients

156 ATMs & 96 BRANCHES

Nationwide presence across Romania, **experienced FTE base** and **potential for synergies**

3.2%

Profitable banking book with a NIM of 3.2%

RON 515 MN

Standalone, profitable asset management arm with AuM of RON515m

3.1%

Fastest growing leasing company on the market, reaching 3.1% market share in 2022(4) (up from 2.1% in 2020)

SNAPSHOT OF OTP GROUP ROMANIA

OTP GROUP ROMANIA OFFERS A FULL SET OF BANKING AND FINANCIAL SERVICES TO RETAIL AND CORPORATE CLIENTS ACROSS ROMANIA

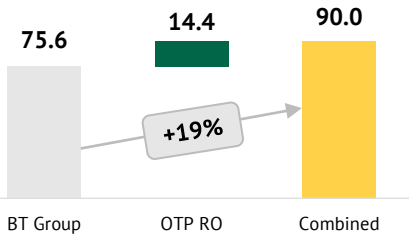
The transaction perimeter encompasses the Romanian operations of OTP Group: OTP Bank Romania S.A. (including its 100% subsidiaries), OTP Leasing Romania IFN S.A. and OTP Asset Management S.A.I S.A.

OTP BANK ROMANIA SAVINGS AND LENDING PRODUCTS	2.8% MARKET SHARE	~RON 19.9 BN TOTAL ASSETS	~1,752 FTES (AS OF DEC 2022)	96 BRANCHES ACROSS ROMANIA
OTP LEASING RO LEASING FOR CARS AND EQUIPMENT	3.1% MARKET SHARE	~RON 865 MN TOTAL ASSETS	~75 FTES (AS OF DEC 2022)	83% SALES INDEPENDENT FROM THE BANK
OTP AM ROMANIA FUND MANAGEMENT SERVICES	3.0% MARKET SHARE	~RON 515 MN TOTAL ASSETS	~13.5 FTES (AS OF DEC 2022)	>14,000 SALES INDEPENDENT FROM THE BANK

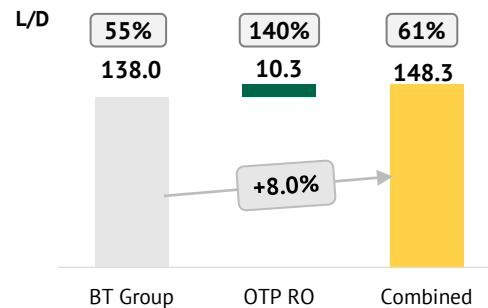
- The entities are **enhancing BT's existing operations** and will strengthen its competitive position **across the whole financial services space**: banking, leasing and asset management. BT reinforces its commitment to support the Romanian economy, whilst **strengthening its competitive position**.
- The transaction perimeter boasts a **distribution network in areas of strategic interest to Banca Transilvania** and gives rise to **opportunities for network optimisation**

TRANSACTION SUMMARY

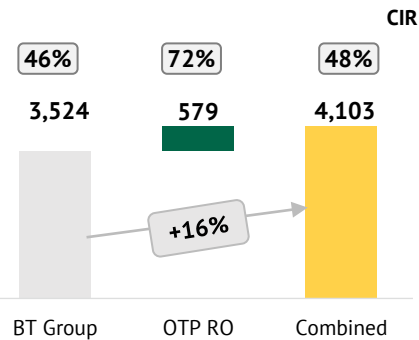
BANCA TRANSILVANIA AND OTP GROUP ANNOUNCED ON 9TH FEBRUARY 2024, THE BT'S ACQUISITION OF OTP GROUP ROMANIA FOR A COMBINED PRICE OF EUR 347.5M. BASED ON THE CONSOLIDATED NAV AS AT YE22, THE P/BV RENDERED IS ~0.77x.
NET LOANS (RON BN)



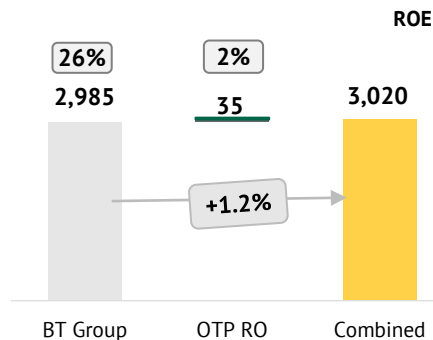
TOTAL DEPOSITS (RON BN)



OPEX (RON MN)



NET INCOME (RON BN)



- NIM: negligible impact due to similar loan portfolios
- NFCI: upside potential, considered in the revenue synergies
- ROE: normalized to ~20% after synergies kick-in
- Asset quality: low impact, due to careful DD considerations
- Liquidity: negligible impact due to BT's high liquidity
- EPS: accretive

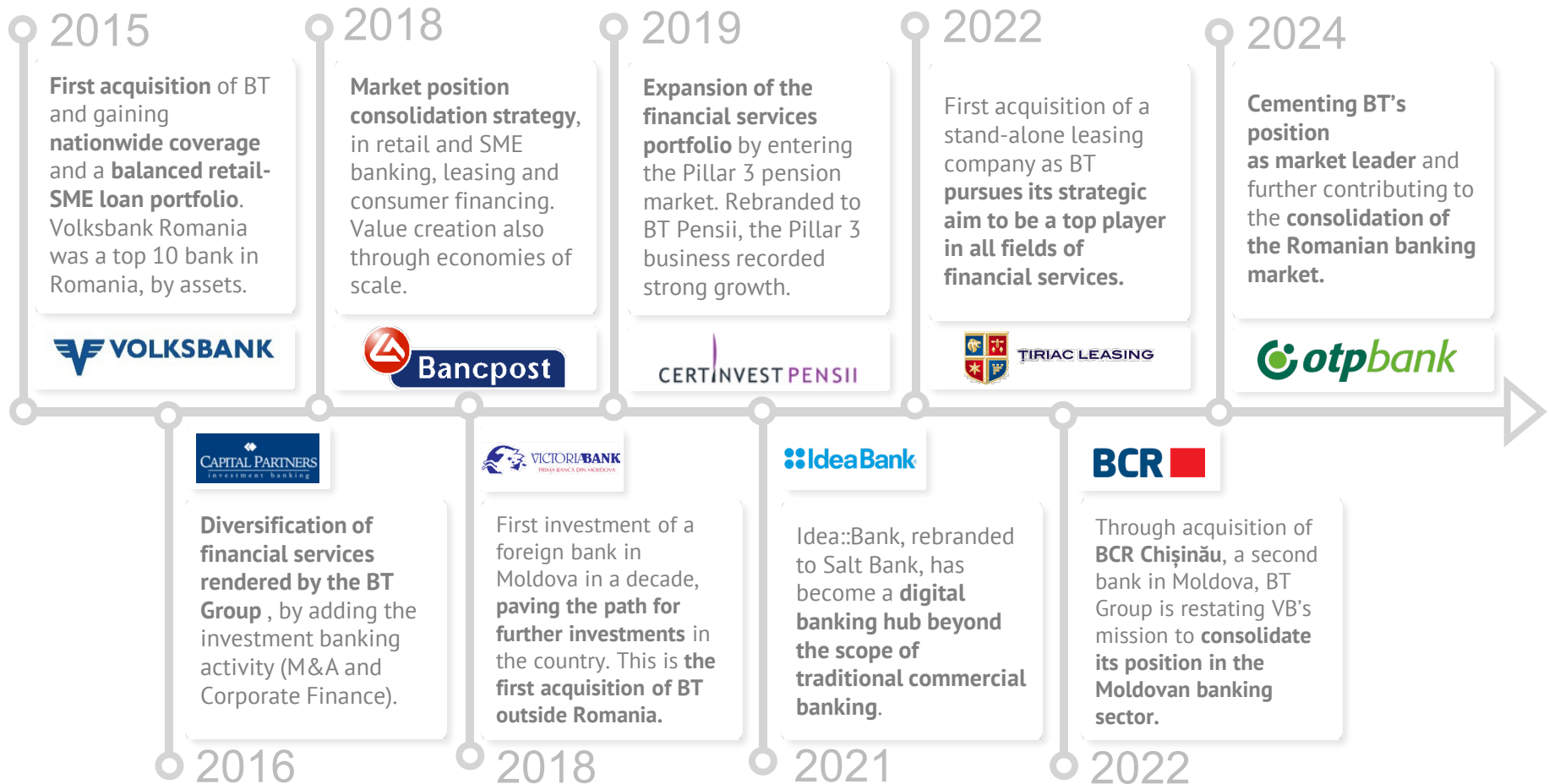
TIMELINE AND FINAL REMARKS



- BT strengthens its leadership position, with a **consolidated market share of cca. 23% by total assets**
- Additional value unlocked by **enhancing revenues** from cross-selling and up-selling of products, leveraging on an **extensive, growing client base, without additional complexity**
- **Solid synergy generation** derived from both **economies of scale and revenue expansion**
- Further potential to **retain and attract talent** through **greater investment capacity**
- **Low integration and synergy execution risk** due to BT's proven track record in managing integrations, compatible operating models and shared corporate values

PROVEN M&A TRACK RECORD

BANCA TRANSILVANIA HAS SUCCESSFULLY INTEGRATED MULTIPLE ACQUISITIONS IN THE LAST 10 YEARS, PURSUING A CLEAR STRATEGY TO STRENGTHEN AND CONSOLIDATE ITS MARKET POSITION AS A NATIONAL CHAMPION.





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