

**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING**

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 25th 2025

On the 25th of April 2025 the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Banca Transilvania's Headquarters, located in Cluj-Napoca, Calea Dorobanților Street, no. 30-36. The meeting was attended by shareholders and representatives of shareholders, accounting for 68.24% of the share capital, respectively 623,122,588 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 1,734,423,790 by issuing 173,442,379 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 2024, in amount of 1,173,423,790 lei, by issuing a number of 173,442,379 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 established by the GSM (July 18th, 2025).

Sources for capital increase	Sums (RON)
Capitalization of reserves from the net profit of the year 2024	1,734,423,790

Considering the above, each shareholder registered on the registration date, July 18th 2025, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (173,442,379 / 916,879,846)$.

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

(adopted with majority of votes, representing 68.22 % of the capital share; the number of valid votes is 622,886,163, of which 620,576,163 votes **for** and 2,310,000 votes **against**; there were 0 **abstentions** regarding this item)

2. Increase of the share capital with the amount of RON 1,734,423,790 by issuing 173,442,379 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 2024, in amount of 1,173,423,790 lei, by issuing a number of 173,442,379 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 established by the GSM (July 18th, 2025).

(adopted with majority of votes, representing 68.21% of the capital share; the number of valid votes is 622,856,045, of which 593,818,278 votes **for** and 29,037,767 votes **against**; there were 0 **abstentions** regarding this item)

3. Approval of the date of July 18th, 2025 as the registration date and of the ex-date – July 17th, 2025, 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 majority of votes, representing 68.21% of the capital share; the number of valid votes is 622,856,045, of which 622,856,045 votes **for** and 0 votes **against**; there were 0 **abstentions** regarding this item)

4. Approval of the date of July 21st, 2025 as the payment date for distribution of shares following the share capital increase.

(adopted with majority of votes, representing 68.21% of the capital share; the number of valid votes is 622,856,045, of which 622,546,045 votes **for** and 2,310,000 votes **against**; there were 0 **abstentions** regarding this item)

5. 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 majority of votes, representing 68.21% of the capital share; the number of valid votes is 622,856,045, of which 622,856,045 votes **for** and 0 votes **against**; there were 0 **abstentions** regarding this item)

BOARD OF DIRECTORS

CHAIRMAN

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