

## 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 **October 28<sup>th</sup>, 2025**, at **12:00** and **13:00** hours, at Banca Transilvania Headquarters, located in Cluj Napoca, Calea Dorobantilor no. 30-36, Cluj County, for all the shareholders registered with the Shareholders' Register at the end of the day of **October 16<sup>th</sup>, 2025** (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 reserves related to other years, as follows: the amount of RON 283,308,894 from the net profit reserves related to the year 2015, the amount of RON 264,096,036 from the net profit reserves related to the year 2016, as well as the amount of RON 152,595,070 from the net profit reserves related to the year 2019, thus the total amount of RON 700,000,000 being granted as cash dividends. Approval of a gross dividend/share of RON 0,6420341921.
- 2.** Approval of the date of **November 25<sup>th</sup>, 2025** as the registration date and of the **ex-date - November 24<sup>th</sup>, 2025**, 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 **December 11<sup>th</sup>, 2025** as the payment date for the distribution of dividends as per item no. 1.
- 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.

**For the Extraordinary General Meeting:**

- 1.** Approval of corporate bond issuance denominated in euros and/or lei and/or other currencies, as applicable, under market conditions in terms of interest rates, with the coupon frequency in line with market practices, for a cumulative amount of up to EUR 2 billion or its equivalent in other currencies, based on a flexible structure, through one or more separate bond issuances, (i) under a new bond program or (ii) as a result of a corresponding increase in the maximum amount authorized under the EMTN Program in the amount of EUR 1, 500,000,000 from 2023, carried out over a maximum period of 5 years, with the delegation of powers regarding the establishment of the terms and conditions of corporate bond issuances to the Board of Directors in accordance with item 5 on the agenda ("the Bonds").
- 2.** Approval of one or more public offerings and/or private placements of the Bonds addressed to (i) qualified investors and/or (ii) up to 150 persons, other than qualified investors, per Member State, in accordance with the applicable legal framework, with the delegation of powers to the Board of Directors regarding any of these offers or private placements ("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, December 21<sup>st</sup> 1989 Street, no. 77, The Office, buildings C-D, second floor, Cluj County, registered with the Cluj Trade Register under no. J1994003156125, EUID: ROONRC.J1994003156125, 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, establishment of a new programme or increasing the maximum amount authorised under the EMTN Programme in the amount of EUR 1,500,000,000 from 2023, the tranches of issue, the 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 **November 25<sup>th</sup>, 2025** as registration date and ex-date – **November 24<sup>th</sup>, 2025**, 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 29<sup>th</sup>, 2025**, at 12:00, or 13:00 correspondingly, 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 will be available, starting with **September 28<sup>th</sup>, 2025**, on the Bank's web page ([www.bancatransilvania.ro](http://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 following e-mail address: [actionariat@btrl.ro](mailto:actionariat@btrl.ro). **The address of the company's registry is Cluj-Napoca, Calea Dorobanților no. 30-36, Cluj County, Romania. Any correspondence related 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 1,090,322,225 shares, each owned 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 submitted to the Bank's Headquarters or by email to: [actionariat@btrl.ro](mailto:actionariat@btrl.ro) as mentioned below, within a maximum of 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's Headquarters or via e-mail ([actionariat@btrl.ro](mailto:actionariat@btrl.ro)) 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 **October 14<sup>th</sup>, 2025**, according to the applicable 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 General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025"*.
- through a document signed with an extended electronic signature according to the Law no. 455/2001 regarding electronic signatures – sent to [actionariat@btrl.ro](mailto:actionariat@btrl.ro) with the subject: *"For the General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025"*.

### **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 **October 21<sup>st</sup>, 2025**, 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 General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025"*, 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](mailto:actionariat@btrl.ro)), with the subject *"For the General Meetings of the Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025"*.

The Bank may also reply by posting the answers on the bank's website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)), Investors' Relations Section, FAQ Tab.

### **Participation in the GSM:**

The reference date is **October 16<sup>th</sup>, 2025**. 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 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 shareholder, as well as, in the case of shareholders legal entities or entities without legal personality, the quality of legal representative is established on the basis of the following documents presented to the Company by the shareholder, issued by Central Depository or by participants defined in accordance with the legal provisions, 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 **October 21<sup>st</sup>, 2025**, 17:00 (Romanian time), in an envelope clearly indicating “*For the General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025*”.

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 **October 21<sup>st</sup>, 2025**, 17:00 (Romanian time), at [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject “*For the General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025*”.

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 September 28<sup>th</sup>, 2025 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](http://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 October 21<sup>st</sup>, 2025 (in an envelope mentioning "*For the General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025*"), 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](mailto:actionariat@btrl.ro), with the subject "*For the General Meetings of the Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025*".

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](mailto: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 September 28<sup>th</sup>, 2025. 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 following e-mail address: [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject "*For the General Shareholders Meeting from of the 28<sup>th</sup>/29<sup>th</sup> of October 2025*" at the latest on **October 21<sup>st</sup>, 2025, 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 **October 21<sup>st</sup>, 2025, 17:00 (Romanian time)** at the latest, stating clearly on the envelope "*For the General Meeting of Shareholders of the 28<sup>th</sup>/29<sup>th</sup> of October 2025*".

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 CIORCILĂ**