



BANCA TRANSILVANIA

The Extraordinary General Meeting of Shareholders

October 2025



Explanatory notes on the items on the agenda of the EGMS

Minimum requirements of own funds and eligible liabilities (MREL)

- In accordance with the provisions of the European framework in this field, Law No 312/2015 on the recovery and resolution of credit institutions provides that some banks must permanently meet a minimum own funds and eligible debt requirement (MREL), in order to ensure the effective and credible application of the bail-in tool, whereby the National Bank of Romania, in its capacity as resolution authority, may exercise its powers to reduce the value and/or convert into equity certain liabilities of the institution under resolution.
- The purpose of the MREL requirement is to ensure that institutions are able to absorb losses and restore the level of capital necessary to continue operating under authorisation conditions in the event of resolution, thereby avoiding the use of public funds and protecting taxpayers, in accordance with the provisions of Law No. 312/2015 and the relevant European framework. Thus, the National Bank of Romania sets the individual MREL requirement for each credit institution, depending on its size, business and economic financing model, risk profile, resolution strategy applicable to each institution, as well as the degree of interconnection with the financial system.
- The appointment of BT CAPITAL PARTNERS as one of the OFFER'S INTERMEDIARY is justified by the companies vast expertise in similar procedures in Romania as well as its performance in the financial sector.

