

**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING
BANCA TRANSILVANIA S.A. CLUJ-NAPOCA
October 28th 2025**

On the 28th of October 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 66,89% of the share capital, respectively 729,256,943 shares, thus the meeting was held in compliance with the legal and statutory requirements.

Following the debates, **The Extraordinary General Shareholders' Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

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 or under a new bond program or 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").

(adopted with unanimity of votes, representing 66,32% of the capital share; the number of valid votes is 723,067,486, of which 723,067,486 votes **for** and 0 votes **against**; there were 5,599,623 **abstentions** regarding this item)

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").

(adopted with unanimity of votes, representing 66,32% of the capital share; the number of valid votes is 723,067,486 of which 723,067,486 votes **for** and 0 votes **against**; there were 5,599,623 **abstentions** regarding this item)

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").

(adopted with unanimity of votes, representing 66,32% of the capital share; the number of valid votes is 723,070,751 of which 723,070,751 votes **for** and 0 votes **against**; there were 5,596,358 **abstentions** regarding this item)

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 21st 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.

(adopted with unanimity of votes, representing 66,32% of the capital share; the number of valid votes is 723,070,751 of which 723,070,751 votes **for** and 0 votes **against**; there were 5,596,358 **abstentions** regarding this item)

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.

(adopted with unanimity of votes, representing 66,10% of the capital share; the number of valid votes is 720,657,242, of which 720,657,242 votes **for** and 0 votes **against**; there were 8,009,867 **abstentions** regarding this item)

6. Approval of November 25th, 2025 as registration date and ex-date – November 24th, 2025, in order to identify the shareholders who will benefit from other rights and over whom the effects of the EGMS decisions are reflected.

(adopted with unanimity of votes, representing 66,32% of the capital share; the number of valid votes is 723,070,751, of which 723,070,751 votes **for** and 0 votes **against**; there were 5,596,358 **abstentions** regarding this item)

BOARD OF DIRECTORS

CHAIRMAN

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