

CONDITIONS TO REFUND BANCPOST SHAREHOLDERS

as a consequence of Bancpost share capital decrease, by reducing shares par value;

- terms and conditions applied starting 03.01.2019 by Banca Transilvania following Bancpost absorption -

Considering that:

- (a) On July 31, 2017 the Extraordinary General Meeting of the Shareholders of Bancpost S.A., a joint stock company with registered office in B-dul Dimitrie Pompeiu no. 6A, sector 2, Bucharest, registered with the credit institutions register under no. RB-PJR-40-013/18.02.1999, registered with the Trade Registry under no. J40/9052/1991 and having tax identification number 404416 ("Bancpost"), approved the reduction of the Bancpost's share capital by RON 235,773,083.20 from RON 1,178,865,416.00 to RON 943,092,332.80 by diminishing the face value of each share from RON 0.40 to RON 0.32 ("**Share Capital Decrease** ") and the return to the shareholders registered with the Bancpost Shareholders' Register, of RON 0.08 per share ("**Refund Amount**") multiplied by the number of shares held by each shareholder as at the **Reference Date (28.07.2017)** for the Share Capital Decrease; the legal applicable requirements regarding the decrease of the share capital were fulfilled accordingly (including the requirements for publication in the Official Gazette and those regarding the period after which the ESGA decision can be implemented according to the Companies Law no. 31/1990, as well as the prior approval of the National Bank of Romania);
- (b) Preamble: **Considering that Banca Transilvania, credit institution with the registered office in Cluj-Napoca, 8 G. Baritiu Str., Cluj, Trade Register Number J12/4155/1993 and the Tax Identification Number 5022670 („Banca Transilvania”) and Bancpost S.A merged through absorption and on 31.12.2018 (effective date of the merger), Bancpost S.A was deregistered from the Trade Register Office, attached to the Cluj Tribunal, as at the merger date, and any obligations or rights of Bancpost S.A were taken over by Banca Transilvania, thus all the references to Bancpost S.A are considered references made to Banca Transilvania.**

Definition and interpretation

- 1.1 The terms and definitions below will have the following meaning:

Entitled Shareholder	Individual or legal entity meeting the conditions stipulated in section 2.1. (<i>Entitled shareholder</i>) below;
Held Shares	The number of shares held by the Entitled Shareholder as per BP Shareholders' registry on 28.07.2017;

Reference Date	28.07.2017, respectively the reference date of Share Capital Decrease, serving to identify the Entitled Shareholder to receive the Refund Amount;
Exercise Date	The date when an Entitled Shareholder exercises his/her Right for Refund, as defined below;
Right for Refund	The right of an Entitled Shareholder to be reimbursed an amount equal to the Refund Amount multiplied by the number of Held Shares, under the terms of and in compliance with the present Conditions;
Term	Any term expressed in number of days will be calculated by excluding the day on which the term starts and the day on which the term expires. If the date on which the term expires is a non-working day, then the term is deemed to be met on the next working day.

2. **Right for Refund**

2.1 Entitled Shareholder

An Entitled Shareholder is any individual or legal entity who is registered with Bancpost Shareholders Registry on the Reference Date, or the rightful successor of the respective person (“Successor”), as a consequence of demise, for individuals, or liquidation in the case of legal entities, bringing the legal proof of shares ownership (based on the succession) and the ownership right over the shares that are the object of the Right for Refund.

2.2 Reimbursed Amount

Any Entitled Shareholder is eligible to a reimbursement (in RON) equal to the Refund Amount multiplied by the number of the Held Shares, after the Bank retains the applicable tax, as per the legal applicable provisions (“**Reimbursed Amount**”).

3. **Exercise of the Right for Refund**

3.1 Any Entitled Shareholder can exercise his/her Right for Refund based on the following documents:

- **The Application Form for the Exercise of the Right for Refund - Appendix 1**, attached hereto as exhibit, and upon case, **the FX and Transfer Application Form - Appendix 2**, attached hereto as exhibit, as original copies filled in and signed accordingly by the Entitled Shareholder or the legal/conventional representative, upon case, together with:
 - (a) For individual Entitled Shareholders:
 - i. the photocopy of the Entitled Shareholder’s ID, certified as a true copy by the Entitled Shareholder (and, in the case of Successors, copies of the

notarized settlement of succession documents, attesting the ownership right over the shares, making the object of the Right for Refund);

- ii. Original notarised power of attorney or power of attorney certified by a lawyer pursuant to art.3 par 1 let. c) of the Law no 51/1995, or the original copy of the power of attorney having applied other formality similar to notarization/certification by a competent authority of the state in which the shareholder is a resident, and the photocopy of the representative's ID, certified as a true copy by the representative, if the Application Form for the Exercise of the Right for Refund is filed by the representative;

(b) For Legal Entity Entitled Shareholders:

- i. photocopy of the incorporation certificate of such Entitled Shareholder or of an equivalent document, certified as a true copy by the representative of the Entitled Shareholder;
- ii. a certificate of incumbency issued by the Trade Registry, or any other equivalent document in original or in a certified copy, issued by a competent authority in the state where the shareholder is legally registered attesting the capacity as legal representative; such certificate or equivalent document should not be older than 30 days before the submission of the Application Form for the Exercise of the Right for Refund;
- iii. original copy of the notarised power of attorney or power of attorney certified by a lawyer pursuant to art.3 par 1 lett. c) of the Law no 51/1995, if the Application Form for the Exercise of the Right for Refund is not signed by the legal representative;
- iv. the photocopy of the legal entity representative's ID, certified as a true copy by the representative;
- v. in case of non-residents the tax residency certificate, in original or a certified copy thereof, issued by the competent authority from the country of residence, or another document issued by an authority besides the fiscal authority, vested with duties on certifying the residency status as per the national law of the State in question, valid for the year when the payment is made, together with an authorized translation into Romanian language.

3.2 The documents mentioned above at section 3.1 shall be drafted in Romanian or English. The Entitled Shareholder shall send or file the documents to/with the Bank accompanied by a certified translation into Romanian or English, if any such document is written in any other language besides Romanian or English and complying with the provisions under section 3.1. let. b) v) from above, as the case may be.

3.3 The documents as mentioned under sections 3.1 and 3.2 from above can be handed personally or via a representative based on the notarised power of attorney/ power of attorney certified by a lawyer/ legal or conventional representative, upon case, with the following mention written clearly, in caps "the **EXERCISE OF THE RIGHT FOR REFUND**", at Banca Transilvania's office, as follows:

- (a) submitted in any working day, during 09.00 a.m.-17.00 p.m., at Banca Transilvania's office, Sos. Bucuresti – Ploiesti, no.43, Sector 1, Bucharest, via the Registry Office;
- (b) sent via any courier (in closed envelope, via registered mail with acknowledgement of receipt), so as to be registered as received at

Banca Transilvania office, Sos. Bucuresti – Ploiesti, no.43, Sector 1, Bucharest, Corporate Governance Division (attn: Melania Ionescu);

- (c) via email at the following addresses: Actionariat@bancatransilvania.ro; melania.ionescu@bancatransilvania.ro;

Note: Banca Transilvania reserves the right to refuse the Application Form for the Exercise of the Right for Refund or to request additional documents in compliance with the applicable regulations in force.

4. The payment of the Reimbursed Amount

- 4.1 For all the Entitled Shareholders the payment for the Reimbursed Amount is performed via **Bank Transfer**.
- 4.2 The payment of the Reimbursed Amount to the Entitled Shareholder shall be transferred by the Bank in the RON or EUR account, within maximum 7 working days from the validation of the documents mentioned under sections 3.1, 3.2, as indicated by the Entitled Shareholder in the Application Form for the Exercise of the Right for Refund - Appendix 1, attached hereto as exhibit, and upon case, the FX and Transfer Application Form - Appendix 2, attached hereto as exhibit;

The documents stipulated under sections 3.1, 3.2 from above, shall be taken into account for the update of the identification data (name/legal name, domicile/registered office, identification document/ certificate of incorporation with the Trade Registry Office) of the Entitled Shareholder, without prejudice to the Right for Refund for the Entitled Shareholder, pursuant to the power of attorney granted to this end by the owner as indicated in the Application Form for the Exercise of the Right for Refund and subject to the compliance with the applicable legislation on personal data protection.

5. Period to exercise the Right for Refund

The Entitled Shareholders can exercise their Right for Refund subsequent to completion of all legal formalities, starting with 01.02.2018. This right is subject to a general 3-year extinctive prescription term, according to the Civil Code of Romania. The amounts remained unclaimed over this period shall be subsequently registered by the Bank as income.

6. Miscellaneous

- 6.1 Communication of the Conditions

The herein terms and conditions are available on the Bank's web page, at the address: <https://www.bancatransilvania.ro/en/investor-relations/bancpost-acquisition/>

6.2 Contact

For any additional information, the bank can be contacted as follows:

- a) via e-mail at addresses: Actionariat@bancatransilvania.ro;
melania.ionescu@bancatransilvania.ro;
- b) via registered mail, at the address: Banca Transilvania's Office, Sos. Bucuresti – Ploiesti, no.43, Sector 1, Bucharest, Corporate Governance Division (attn: Melania Ionescu);

6.3 Responsibility

Banca Transilvania cannot be held responsible for the accuracy of the information delivered by the Entitled Shareholders and is exonerated from any damage incurred by an Entitled Shareholder as a result of erroneous delivery of information to the Bank.

Banca Transilvania does not offer tax advice for tax issues that may be relevant to Entitled Shareholder. Each Entitled Shareholder is advised to use his own tax consultants for certain tax consequences arising from the exercise of the Right for Refund.

- 6.4 The exhibits to the herein Conditions: **Appendix 1. THE APPLICATION FORM FOR THE EXERCISE OF THE RIGHT FOR REFUND, Appendix 2. FX AND TRANSFER APPLICATION FORM, Appendix 3. List of necessary documents for the exercise of the right for refund** are an integral part of the Conditions and have the same legal force.