

**PROCEDURE FOR MAKING PAYMENTS TO BONDHOLDERS
AS PAYING AGENT**

BANCA TRANSILVANIA S.A., a joint-stock company established and operating in accordance with the laws of Romania, having its registered office at 30-36 Calea Dorobantilor, Municipality of Cluj-Napoca, Cluj County, Romania, registered at the Trade Register Office attached to the Cluj Tribunal under the number J12/4155/1993, EUID: ROONRC. J12/4155/1993, Tax Identification Number 5022670, symbol TLV (hereby referred to as the "**Paying Agent**"),

As Paying Agent regarding the following two bond issues:

- (i) the bonds issued on the 28th of June 2018 by Banca Transilvania S.A., Tier 2, unsecured subordinated, denominated in EUR, bearing interest equal to EURIBOR6M + 3.75% per year, maturing in 2028, with a total nominal value of up to EUR 285,000,000, listed and admitted to trading on the Regulated Market of the Bucharest Stock Exchange ("**BT Bonds 2018**") and
- (ii) the bonds issued on the 12th of December 2019 by BT Leasing IFN S.A. in a private placement, unsecured, denominated in EUR, with a maturity of 6 (six) years ("**Tranche A**") and 5 (five) years ("**Tranche B**") respectively, with a total nominal value of EUR 40,000,000, listed and admitted to trading on the Bucharest Stock Exchange's Regulated Market ("**BTL Bonds 2019**"),

Pursuant to **Article 11.4.1** of Part 5 (*Terms and Conditions of the Bonds*) of the prospectus regarding the issue of the BT 2018 Bonds ("**BT Prospectus**") and pursuant to **Article 8.4.1** of Part 5 (*Terms and Conditions of the Bonds*) of the prospectus relating to the admission to trading on the Regulated Market administered by the BVB of the BTL 2019 Bonds ("**BTL Prospectus**") and together with the BT Prospectus, the "**Prospectuses**"), respectively,

Hereby sets out ("**the Payments Procedure**") certain operational matters relating to the manner of making payments of interest and principal under the BT 2018 Bonds and the BTL 2019 Bonds. This Payments Procedure is a *Procedure* as that term is defined in the foregoing Articles of the BT Prospectus and the BTL Prospectus respectively.

As from the following Payment Date, as defined in each of the Prospectuses, the Paying Agent may make any of the payments due to the Bondholders under the BT 2018 Bonds and the BTL 2019 Bonds, respectively, either into the bank account originally notified by the Bondholder in this respect or into another bank account opened, as the case may be, by the Bondholder with Banca Transilvania S. A. In the event that the payment is to be made into a bank account opened in the name of the Bondholder with Banca Transilvania S.A. (other than the one originally notified by the Bondholder), the Paying Agent shall inform the relevant Bondholder at least three (3) Business Days prior to the relevant Payment Date.

If the Paying Agent decides to make a payment under the BT 2018 Notes or under the BTL 2019 Notes into a bank account opened, as the case may be, by the Bondholder with Banca Transilvania S.A. pursuant to this Payment Procedure, all payments to be made thereafter to the relevant

Bondholder may be made into the same bank account opened with Banca Transilvania S.A., without the need for a new notification in this regard by the Paying Agent to the Bondholder.

For the sake of clarity, all capitalised terms used in this Disbursement Procedure which are not otherwise defined shall have the meanings ascribed to them in the BT Prospectus and the BTL Prospectus respectively.

For any clarifications regarding this Payment Procedure, the Bondholders may contact the Paying Agent at the following e-mail addresses: Ioana.Olanescu@btrl.ro and Ioan.Sumandea@btrl.ro