

CURRENT REPORT in accordance with Law 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations

Date: 26.04.2023

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters:	Cluj-Napoca, Calea Dorobantilor nr. 30-36
Telephone/fax number:	0264/407150/407179
Registry of Commerce registration number:	J12/4155/1993
Individual identification number:	5022670
Subscribed and paid-up capital:	RON 7,076,582,330
Legal Stock Market:	Bucharest Stock Exchange

1. Important events to report:

- a) Change of control of the issuer – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency/judicial reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.
- e) Other events: The decisions of the Ordinary and Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 26th of April 2023, the Ordinary and Extraordinary General Shareholders' Meetings of Banca Transilvania S.A. Cluj-Napoca took place.

At the Ordinary and Extraordinary Shareholders Meetings shareholders representing 71.16% of the total number of shares with voting right, respectively 501,121,903 of the shares, were present, either in person or by power of attorney.

Following the debates, **The Ordinary 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 the annual statutory IFRS financial statements for the 2022 financial year, in compliance with BNR's Order No. 27/2010 as subsequently amended, including the allocation of net profit to reserves accordingly, together with the Report of the Board of Directors and the Report of the Independent Auditor and other reports subject to an advisory vote.
2. Discharge of directors for the 2022 exercise.
3. Approval of the revenue and expenditure budget and the investment plan for 2023 (business plan for 2023).

2023: Incomes and expenses budget:

INDICATOR	RON Million
Operating Income	6,112
Operating Expenses	(2,892)
Provisions (net)	(622)
GROSS PROFIT	2,598

2023: Investment Plan for Banca Transilvania:

- Buildings – agencies and branches: RON 54.38 million
- Investments IT and cards: RON 293.12 million
- Security: RON 9.49 million
- Cash processing center: RON 7.53 million
- Digital initiatives: RON 75.52 million
- Other: RON 19.09 million

TOTAL INVESTMENT (VAT included): RON 459.13 million

4. Maintaining the directors' remuneration for 2023, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
5. The approval of DELOITTE Audit SRL as the financial auditor for the Bank who will audit the financial situations of the Bank for the 2023-2027 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010, as well as the termination of the appointment of the existing auditor.

6. Approval of the date of June 12th, 2023 as the registration date and of the ex date – June 9th, 2023, 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.
7. 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.

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. Increase of the share capital with the amount of RON 910,000,000 by issuing 91,000,000 new shares at a nominal value of RON 10/share, as well establishing a price of RON 0 (zero) to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2022, in amount of RON 910,000,000, by issuing a number of 91,000,000 shares, with a nominal value of RON 10/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GSM (proposed date July 21st, 2023).

Sources for capital increase	Sums (RON)
Capitalization of reserves from the net profit of the year 2022	910,000,000

Considering the above, each shareholder registered on the registration date, July 21st 2023, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (91,000,000 / 707,658,233)$.

The purpose of the capital increase is to sustain the current activity of the company.

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 5,000,000 shares (0.71% of the total shares included in the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 30 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.
3. Granting the preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and BT BUILDING S.R.L. (absorbed company).
4. Approval of the date of July 21st, 2023 as the registration date and of the ex-date – July 20th, 2023, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.
5. Approval of the date of July 24th, 2023 as the payment date for distribution of shares following the share capital increase.
6. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

BOARD OF DIRECTORS
CHAIRMAN,

Horia CIORCILĂ