

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: 25.04.2025

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:	J1993004155124
Individual identification number:	5022670
Subscribed and paid-up capital:	RON 9,168,798,460
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/juridical 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 25th of April 2025, 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 68.24% of the total number of shares with voting right, respectively 623,122,588 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 financial statements for the 2024 financial year, in accordance with NBR's Order No. 27/2010 as subsequently amended and with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Report of the Independent Auditor – Deloitte Audit SRL, as per the applicable legal provisions, including regarding its appointment for the preparation of the report and ensuring the reporting requirement on sustainability.
2. Approval by affirmative consultative vote of the Remuneration Report for 2024.
3. Discharge of directors for the 2024 exercise.
4. Approval of the revenue and expenditure budget and the investment plan for 2025 (business plan for 2025).

2025: Incomes and expenses budget:

INDICATOR	RON Million
Operating Income	9.587
Operating Expenses	(4.356)
Provisions (net)	(543)
GROSS PROFIT	4.688

2025: Investment Plan for Banca Transilvania:

- Buildings – agencies and branches: RON 122.74 million
- Investments IT and cards: RON 489.80 million
- Cars: 11.86 million
- Security: RON 10.68 million
- Cash processing center: RON 10.87 million
- Digital initiatives: RON 162.57 million
- OTP Integration: 19.82 million

- Other: RON 14.65 million

TOTAL INVESTMENT (VAT included): RON 842.99 million

5. Approval of the proposal to allocate the net profit realized in the amount of RON 3,531,677,657, as follows: allocation of RON 207,998,917 for legal reserves and other reserves, of RON 3,323,678,740 for reserves from the net profit to be distributed, from which RON 1,589,254,950 will be distributed as dividends. Approval of a gross dividend/share of RON 1.7333295709.
6. Maintaining the directors' remuneration for 2025, including the maximum cap for additional remuneration (fixed and variable) granted to directors and officers.
7. Approval of the updates brought to the Remuneration Policy regarding the Bank's management body (approved in its initial form during the GMS of April 28th, 2021).
8. Approval of the date of June 16th, 2025 as the registration date and of the ex date – June 13th, 2025, 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.
9. Approval of June 30th, 2025 as the payment date for the dividend.
10. 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 1,734,423,790 by issuing 173,442,379 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 2024, in amount of 1,173,423,790 lei, by issuing a number of 173,442,379 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 established by the GSM (July 18th, 2025).

Sources for capital increase	Sums (RON)
Capitalization of reserves from the net profit of the year 2024	1,734,423,790

Considering the above, each shareholder registered on the registration date, July 18th 2025, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (173,442,379 / 916,879,846)$.

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 (0.55% 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 38 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 4 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. Approval of the date of July 18th, 2025 as the registration date and of the ex-date – July 17th, 2025, 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.

4. Approval of the date of July 21st, 2025 as the payment date for distribution of shares following the share capital increase.
5. 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