

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: 28.10.2025

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 10,903,222,250
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 28th of October 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 66.89% of the total number of shares with voting right, respectively 729,256,943 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 dividend distribution from the reserves related to other years, as follows: the amount of RON 283,308,894 from the net profit reserves related to the year 2015, the amount of RON 264,096,036 from the net profit reserves related to the year 2016, as well as the amount of RON 152,595,070 from the net profit reserves related to the year 2019, thus the total amount of RON 700,000,000 being granted as cash dividends. Approval of a gross dividend/share of RON 0,6420341921 (taking into account the number of shares entitled to dividend as of the registration date).
2. Approval of the date of **November 25th, 2025** as the registration date and of the **ex-date - November 24th, 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.
3. Approval of **December 11th, 2025** as the payment date for the distribution of dividends as per item no. 1.
4. 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. 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**").

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**").
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**").
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.
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.

- 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.

BOARD OF DIRECTORS
CHAIRMAN,

Horia CIORCILĂ