PROHIBITION OF SALES TO EEA RETAIL INVESTORS – Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of Notes has led to the conclusion that: (i) the target market for Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Final Terms dated 26 June 2025, as amended and restated on 2 July 2025, as corrected on 3 July 2026

Banca Transilvania S.A.

Issue of RON 1,500,000,000 Non-Preferred Eligible Sustainable Notes due 3 July 2032

Legal entity Identifier (LEI): 549300RG3H390KEL8896

EUR 1,500,000,000
Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the base prospectus dated 17 June 2025 (the "**Base Prospectus)** for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

The Base Prospectus has been published on https://www.bancatransilvania.ro/en/investor-relations/governance/emtn.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

1.	Issuer:	Banca Transilvania S.A.
2.	Series Number:	3
3.	Specified Currency or Currencies:	Romanian Leu ("**RON**")
4.	Aggregate Nominal Amount:	1,500,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	RON 600,000
	(ii) Calculation Amount:	RON 600,000
7.	(i) Issue Date:	3 July 2025
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	3 July 2032
9.	Interest Basis:	Reset Notes (see paragraph 18 below)
10.	Redemption/Payment Basis:	Redemption at par, subject to any purchase and cancellation or early redemption
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call Clean-up Call Option In each case subject to the Condition 6(k) (*Conditions to Redemption and Repurchase*) (see paragraphs 19 and 21 below)
13.	Status of Notes:	Non-Preferred Eligible
14.	Date Board approval for issuance of Notes obtained:	23 June 2025

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	**Fixed Rate Note Provisions**	Not Applicable
16.	**Floating Rate Note Provisions**	Not Applicable
17.	**Zero Coupon Note Provisions**	Not Applicable
18.	**Reset Note Provisions**	Applicable
	(i) Initial Rate of Interest:	8.875 per cent. per annum up to (but excluding) the First Reset Date, payable annually in arrear on each Interest Payment Date until (and including) the First Reset Date

(ii) Reset Reference Rate:	Mid Swap Rate
(iii) First Margin:	1.995 per cent.
(iv) Subsequent Margin:	Not Applicable
(v) Interest Payment Date(s):	3 July in each year up to and including the Maturity Date
(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	RON 53,250 per Calculation Amount[1]
(vii) Broken Amount(s):	Not Applicable
(viii) First Reset Date:	3 July 2031
(ix) Second Reset Date:	Not Applicable
(x) Subsequent Reset Date(s):	Not Applicable
(xi) CMT Designated Maturity	Not Applicable
(xii) Relevant Screen Page:	EURNSW1 BGN Curncy
(xiii) CMT Rate Screen Page:	Not Applicable
(xiv) Reset Reference Bond:	Not Applicable
(xv) Mid-Swap Rate:	Single Mid Swap Rate
(xvi) Mid-Swap Maturity:	6 year
(xvii) Reference Rate	Not Applicable
(xviii) Reference Banks:	Not Applicable
(xix) Reset Reference Rate Conversion	Not Applicable
(xx) Original Reset Reference Rate Basis:	Not Applicable
(xxi) Day Count Fraction:	Actual/Actual (ICMA)
(xxii) Reset Determination Dates:	The provisions in the Conditions apply
(xxiii) Reset Determination Time:	The provisions in the Conditions apply
(xxiv) Business Day Convention:	Following Business Day Convention
(xxv) Relevant Financial Centre:	Bucharest
(xxvi) Determination Agent:	Not Applicable

[1] As corrected on 3 July 2026.

	(xxvii) Mid-Swap Floating Leg Benchmark Rate:	EURIBOR3M
	(xxviii) Benchmark Replacement Fallback:	Condition 5(g) (*Benchmark Replacement - Independent Adviser)* is applicable
	(xxix) "p"	Not Applicable
	(xxx) Compounded Daily SONIA:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	**Call Option**	Applicable
	(i) Optional Redemption Date(s):	The First Reset Date, subject to Condition 6(k) (*Conditions to Redemption and Repurchase*)
	(ii) Optional Redemption Amount(s) of each Note:	RON 600,000 per Calculation Amount
	(iii) Make Whole Redemption Price:	Not Applicable
	(iv) Early redemption as a result of a Withholding Tax Event:	The provisions in Condition 6(b) (*Early Redemption for Taxation Reasons – Withholding Tax*) apply.
	(iv) Early redemption as a result of a Tax Event:	The provisions in Condition 6(c) (*Early Redemption of Preferred Eligible Notes or Non-Preferred Eligible Notes or Subordinated Notes as a result of a Tax Event*) apply.
	(v) Early Redemption as a result of an MREL Disqualification Event	The provisions in Condition 6(d) (*Early Redemption of Preferred Eligible Notes or Non-Preferred Eligible Notes or Subordinated Notes as a result of an MREL Disqualification Event*) apply.
	(vi) MREL Disqualification Event Effective Date:	Issue Date
	(vi) Early redemption as a result of a Capital Event:	Not Applicable
	(vii) If redeemable in part:	Not Applicable
	(viii) Notice period:	As per the Conditions
20.	**Put Option**	Not Applicable
21.	**Clean-up Call Option**	Applicable
	(i) Clean-up Call Threshold:	20 per cent. of the outstanding principal amount of the Notes
	(ii) Optional Redemption Amount (Clean-up Call):	RON 600,000 per Calculation Amount
22.	**Final Redemption Amount of each Note**	RON 600,000 per Calculation Amount

23. **Early Redemption Amount**

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	Not Applicable Condition 6 (*Redemption and Repurchase*) applies

GENERAL PROVISIONS APPLICABLE TO NOTES

24.	Form of Notes:	**Bearer Notes:** Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25.	New Global Note:	Yes
26.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No.

Signed on behalf of Banca Transilvania S.A.

By: George Calinescu, Deputy CEO, CFO

Duly authorised

By: Dragos Banu, Executive Director, Tresury

Duly authorised

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

(i) Admission to Trading:	Application will be made by the Issuer (or on its behalf) for Notes to be admitted to trading on the regulated market of the Bucharest Stock Exchange with effect from around the date of 24 July 2025.
(ii) Estimate of total expenses related to admission to trading:	EUR 3,000

2. **RATINGS** Notes to be issued are expected to be rated:

Ratings:	Fitch: BBB-

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the offer of Notes has an interest material to the offer. The Joint Bookrunners and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **YIELD**

Indication of yield:	8.875 per cent. per annum.

5. **OPERATIONAL INFORMATION**

ISIN:	XS3109437387
Common Code:	310943738
FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN
CFI Code:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN
Trade Date:	26 June 2025
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Relevant Benchmarks:	Amounts payable under the Notes are calculated by reference to the mid-swap rate for RON-euro swaps with a term of 6 years which appears on the Bloomberg screen EURNSW6 CMPN Currency, which is provided by Bloomberg. As at the date of these Final Terms, the European Money Markets Institute is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets

	Authority pursuant to article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that Notes are capable of meeting them, Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):	In the event that the Notes are admitted to trading on the Bucharest Stock Exchange, clearing through the Romanian Clearing system (Depozitarul Central S.A.) may also be available in respect of the Notes. However, Notes may only be traded through the Romanian Clearing system in denominations of RON 600,000 (integral amounts of RON 6,000 in excess thereof are not tradable through RoClear).

6. **DISTRIBUTION**

(i) Method of Distribution:	Syndicated
(ii) If syndicated:	BT Capital Partners Alpha Bank Romania S.A. Banca Comercială Română S.A Raiffeisen Bank S.A.
(B) Stabilisation Manager(s):	Not Applicable
(iii) If non-syndicated, name of Dealer:	Not Applicable
(iv) U.S. Selling Restrictions:	Reg S Compliance Category 2; TEFRA D

7. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer:	Financing/refinancing Eligible Loans determined in accordance with the Eligibility Criteria set out in accordance with the Issuer's Sustainable Finance Framework
Estimated net proceeds:	RON 1,496,535,420.00

8. **PROVISIONS RELATING TO SUSTAINABLE NOTES**

Sustainable Notes	Yes
Reviewer(s)	On 22 November 2023, the Issuer published its Sustainable Finance Framework. The Sustainable Finance Framework is available at

	https://www.bancatransilvania.ro/files/app/media/relatii-investitori/corporate-Governance/Sustainable-Finance-Framework/Framework-2023.pdf. The Issuer has appointed Sustainalytics B.V. to assess the sustainability of the Sustainable Finance Framework, which has reviewed the content of the Sustainable Finance Framework and its alignment with the ICMA Green Bond Principles 2021, including the updated Appendix I of June 2022; ICMA Social Bond Principles 2023; ICMA Sustainability Bond Guidelines 2021; LMA/APLMA/LSTA Green Loan Principles 2023 and LMA/APLAM/LSTA Social Loan Principles 2023. The Second Party Opinion is available at https://www.bancatransilvania.ro/files/app/media/relatii-investitori/corporate-Governance/Sustainable-Finance-Framework/Second-Party-Opinion.pdf. The Sustainable Finance Framework and the Second Party Opinion are not incorporated in and/or form part of these Final Terms or the Base Prospectus.
Date of Second Party Opinion	22 November 2023