

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.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

Final Terms dated 8 June 2023

Banca Transilvania S.A.

Issue of EUR 100,000,000 Non-Preferred Eligible Notes due 27 April 2027
(the "Notes")

(to be consolidated and form a single Series with the issue of EUR 500,000,000 Non-Preferred Eligible Notes due 27 April 2027 issued by the Issuer on 27 April 2023 (the "Original Notes"))

Legal entity Identifier (LEI): 549300RG3H390KEL8896

EUR 1,000,000,000

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 18 April 2023 and the supplemental base prospectus dated 2 June 2023 which together constitute a base prospectus (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>.

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

1. Issuer: Banca Transilvania S.A.
2. (i) Series Number: 1
- (ii) Tranche Number: 2
- (iii) Date on which Notes become fungible: The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Original Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note, as described in these Final Terms.
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount:
5. (i) Series: EUR 600,000,000
- (ii) Tranche: EUR 100,000,000
6. Issue Price: 99.820 per cent. of the Aggregate Nominal Amount of the Notes plus 46 days' accrued interest amounting to EUR 1,115,437.16 from the Interest Commencement Date to, but excluding, the Issue Date.
7. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000
- (ii) Calculation Amount: EUR 1,000
8. (i) Issue Date: 12 June 2023
- (ii) Interest Commencement Date: 27 April 2023
9. Maturity Date: 27 April 2027
10. Interest Basis: Reset Notes
(see paragraph 18 below)
11. Redemption/Payment Basis: Redemption at par, subject to any purchase and cancellation or early redemption
12. Change of Interest or Redemption/Payment Basis: Not Applicable

13. 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)
14. Status of Notes: Non-Preferred Eligible
15. Date Board approval for issuance of Notes obtained: 2 June 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. **Fixed Rate Note Provisions** Not Applicable
17. **Floating Rate Note Provisions** Not Applicable
18. **Zero Coupon Note Provisions** Not Applicable
19. **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: 5.580 per cent.
- (iv) Subsequent Margin: Not Applicable
- (v) Interest Payment Date(s): 27 April in each year up to and including the Maturity Date
- (vi) Fixed Coupon Amount up to (and including) the First Reset Date: EUR 88.75 per Calculation Amount
- (vii) Broken Amount(s): Not Applicable
- (viii) First Reset Date: 27 April 2026 subject to adjustment in accordance with paragraph 19(xxii)
- (ix) Second Reset Date: Not Applicable
- (x) Subsequent Reset Date(s): Not Applicable
- (xi) CMT Designated Maturity: Not Applicable
- (xii) Relevant Screen Page: Bloomberg Page ICAE1
- (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: 3-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:	Brussels
(xxvi) Determination Agent:	Not Applicable
(xxvii) Mid-Swap Floating Leg Benchmark Rate:	EURIBOR
(xxviii) Benchmark Replacement Fallback:	Condition 5(g) (<i>Benchmark Replacement - Independent Adviser</i>) is applicable
(xxix) "p"	Not Applicable
(xxx) Compounded Daily SONIA:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option	Applicable
(i) Optional Redemption Date(s):	The First Reset Date, subject to Condition 6(k) (<i>Conditions to Redemption and Repurchase</i>)
(ii) Optional Redemption Amount(s) of each Note:	EUR 1,000 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) (<i>Early Redemption for Taxation Reasons – Withholding Tax</i>) apply
(iv) Early redemption as a result of a Tax Event:	The provisions in Condition 6(c) (<i>Early Redemption of Preferred Eligible Notes or Non-Preferred Eligible Notes or Subordinated Notes as a result of a Tax Event</i>) apply
(v) Early Redemption as a result of an MREL Disqualification Event	The provisions in Condition 6(d) (<i>Early Redemption of Preferred Eligible Notes or Non-Preferred Eligible Notes or Subordinated Notes as a result of an MREL Disqualification Event</i>) apply

(vi) MREL Disqualification Event Effective Date:	27 April 2023
(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
21. Put Option	Not Applicable
22. 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):	EUR 1,000 per Calculation Amount
23. Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount
24. 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:	Condition 6 (<i>Redemption and Repurchase</i>) applies.

GENERAL PROVISIONS APPLICABLE TO NOTES

25. 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
26. New Global Note:	Yes
27. Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
28. 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:

Duly authorised

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application has been/will be made by the Issuer (or on its behalf) for Notes to be admitted to trading on Irish Stock Exchange plc trading as Euronext Dublin/with effect from 12 June 2023
- The Original Notes have been admitted to listing on the official list of Euronext Dublin
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

Notes to be issued are expected to be rated:

Ratings:

Fitch: BB

Fitch Ratings Ireland Limited is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "EU CRA Regulation"). Fitch Ratings Ireland Limited appears on the latest update of the list of registered credit rating agencies (as of 27 March 2023) on the ESMA website <http://www.esma.europa.eu>. The rating Fitch Ratings Ireland Limited has given to Notes is endorsed by Fitch Ratings Ltd, which is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "UK CRA Regulation").

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of Notes has an interest material to the offer. The Dealer and its affiliates has 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: 8.932 per cent. per annum up to the First Reset Date

5. OPERATIONAL INFORMATION

ISIN: Until the Notes are consolidated, become fungible with and form a single Series with the Original Notes, the Notes will have the temporary ISIN Code XS2631416448. After that, the Notes will have the same ISIN Code as the Original Notes, which is XS2616733981.

Common Code: Until the Notes are consolidated, become fungible with and form a single Series with the Original Notes, the Notes will have the temporary Common Code 263141644. After that, the Notes will have the same Common Code as the Original Notes, which is 261673398.

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:	5 June 2023
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Relevant Benchmarks:	<p>Amounts payable under the Notes are calculated by reference to the mid-swap rate for euro swaps with a term of 3 years which appears on the Bloomberg screen "ICAE1", which is provided by the European Money Markets Institute.</p> <p>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).</p>
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

(i) Method of Distribution:	Non-syndicated
(ii) If syndicated:	Not Applicable.
(B) Stabilisation Manager(s):	Not Applicable
(iii) If non-syndicated, name of Dealer:	<p>Morgan Stanley Europe SE Grosse Gallusstrasse 18 60312 Frankfurt-am-Main Germany</p>
(iv) U.S. Selling Restrictions:	Reg S Compliance Category 2; TEFRA D applicable

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

Reasons for the offer:	An amount equal to the net proceeds from the issue of the Notes will be used for the general financing purposes of the Issuer
Estimated net proceeds:	EUR 99,820,000