

First supplement dated 2 June 2023 to the Base Prospectus dated 18 April 2023



BANCA TRANSILVANIA S.A.

(a joint stock company (societate pe acțiuni) incorporated under the laws of Romania, with its registered office at 30 – 36 Calea Dorobanților, Cluj-Napoca, Cluj County, Romania, registered with the Cluj Trade Registry under no. J12/4155/1993, sole registration code 5022670, registered with the National Bank of Romania Registry of credit institutions under no. RB-PJR-12-019)

EUR 1,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the Base Prospectus dated 18 April 2023 (the “**Base Prospectus**”), as may be further supplemented from time to time, prepared by Banca Transilvania S.A. (the “**Issuer**”) in connection with its Euro Medium Term Note Programme (the “**Programme**”) for the issuance of up to EUR 1,000,000,000 in aggregate principal amount of notes (the “**Notes**”). This Supplement shall only relate to future issuances under the Programme and shall not affect prior issuances.

Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) for Notes issued under the Programme to be admitted to the official list (the “**Official List**”) and to trading on Euronext Dublin. The regulated market of Euronext Dublin is a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments. Additionally, application may be made for the admission to trading of the Notes on the main market operated by Bursa de Valori Bucuresti S.A. (“**Bucharest Stock Exchange**”) and for clearance with the Romanian clearing system, respectively Depozitarul Central S.A. (the “**Romanian Central Depository**”). The main market operated by the Bucharest Stock Exchange is a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments.

This Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the “**Prospectus Regulation**”).

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

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This Supplement contains information provided by the Issuer in connection with the Programme and the Notes to be issued under the Programme.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Purpose of this Supplement

The purpose of this Supplement is to (i) update the paragraph entitled “Economic, social and political conditions in Europe or elsewhere” in the “Risk Factors” section of the Base Prospectus; (ii) update the “Documents Incorporated by Reference” section of the Base Prospectus to incorporate by reference the interim condensed unaudited consolidated and separate financial statements of the Issuer for the three months period ended on 31 March 2023; and (iii) update various other sections of the Base Prospectus to enable the admission of Notes to trading on the main market operated by the Bucharest Stock Exchange and for clearance with the Romanian Central Depository.

Responsibility for this Supplement

Banca Transilvania S.A. (the “**Issuer**”) accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and the Supplement makes no omission likely to affect its import.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. This Supplement should be read together with the Base Prospectus in forming a basis for any decision to invest in any Notes offered under the Programme.

COVER PAGE

After the first paragraph on page 1 of the Base Prospectus, the following sentence is added:

“The Issuer has requested the Central Bank to notify its approval of this Base Prospectus in accordance with Article 25 of the Prospectus Regulation to the competent authority in Romania, the Romanian Financial Supervision Authority, by providing them with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Central Bank has provided the competent authority of Romania with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the provisions of Regulation (EU) 2017/1129. This should not be considered as an endorsement of the quality of the securities that are the subject of the Base Prospectus and investors should make their own assessment as to the suitability of investing in the securities.”

IMPORTANT NOTICES

In the section on page 2 of the Base Prospectus entitled “Final Terms/Drawdown Prospectus” at the end of the first paragraph, the following sentence is added:

“Copies of Final Terms in relation to Notes to be listed on the regulated market of the Bucharest Stock Exchange will be published on the website of the Bucharest Stock Exchange (www.bvb.ro).”

OVERVIEW

At the end of section on page 11 of the Base Prospectus entitled “Overview” a new sub-section will be added, as follows:

“Paying Agent(s)

(a) with respect to the Notes admitted to trading on the regulated market of Euronext Dublin, the initial Paying Agent is The Bank of New York Mellon SA/NV, Dublin Branch and/or any substitute or additional paying agents appointed in accordance with the Fiscal Agency Agreement and which is authorized to act as paying agent in relation to the regulated market of Euronext Dublin; or

(b) with respect to the Notes admitted to trading on the regulated market operated by the Bucharest Stock Exchange, the principal initial Paying Agent is The Bank of New York Mellon SA/NV, Dublin Branch and the Issuer and/or any substitute or additional paying agent appointed in accordance with the Fiscal Agency Agreement is authorized to act as local paying agent in relation to Notes admitted to trading on the regulated market operated by the Bucharest Stock Exchange.”

In the sub-section on page 10 of the Base Prospectus entitled “Listing and admission to trading” the first paragraph is replaced with the following:

“Listing and admission to trading:

Applications have been made for Notes to be admitted during the period of twelve months after the date hereof to listing on the official list and to trading on the regulated market of Euronext Dublin or, as the case may be, on the regulated market operated by the Bucharest Stock Exchange.”

RISK FACTORS

The sub-section on page 13 of the Base Prospectus entitled “*Economic, social and political conditions in Europe or elsewhere*” is hereby deleted in its entirety and replaced with the following:

“Economic, social and political conditions in Europe or elsewhere

Any potential deterioration in the economic, social and political conditions in the EU or elsewhere, changes to the political leadership of member countries of the EU and/or other political instability or unrest that impacts the EU and/or other regions could result in increased volatility in the general economic or political conditions of Romania and other countries in the EU, thereby having an adverse effect on the Issuer’s profitability.

More specifically, on 24 February 2022, Russia invaded Ukraine, which has heightened tensions in the region and increased the risk of military conflict spreading to neighbouring countries. In this context, Russian officials have also made statements that threaten the sovereignty of Moldova, including promoting and/or advocating for the separatism movement in Transnistria and there have been reports of Russian military involvement in the region. These actions have the potential to escalate the conflict and create further instability in the region.

The extent and duration of, and the potential impacts from, Russia’s invasion of Ukraine remain uncertain, including, but not limited to, on economic conditions, supply-chain disruptions, asset valuations, interest and exchange rates. Noteworthy are the current developments in respect to the sanctions against Russia that limit trade with Russia and may negatively impact the business models of some of the Group’s clients, which may result in a material negative impact on such clients, potentially resulting in higher risk costs for the Group. The Issuer does not have a direct exposure with customers in Ukraine or Russia, however, it will continue to monitor and manage the impact of the ongoing conflict. Secondary sanctions against countries or corporates could also have negative economic consequences or directly affect the risk costs of the Group. However, at the level of the Issuer and its subsidiaries, there is a limited (approx. 0.018% of total Group counterparty liabilities) exposure to customers with links to Russia which is being continuously and extensively monitored and managed with a view to reducing and, where possible, eliminating it, in consultation with the relevant authorities, where appropriate. Moreover, increased instability in the Republic of Moldova may also have a material adverse effect on the BT Group business in the Republic of Moldova.

Prolonged conflict, escalation, further increases in energy prices would adversely impact the global, European and Romanian economies, resulting in a worsening of the macro-financial climate, higher inflation and lower economic growth and possibly recession. Any failure by the Issuer to mitigate the impact of the events may have a material adverse effect on the Issuer’s business, results of operations, financial condition, capital position and/or prospects.”

The section on page 43 of the Base Prospectus entitled “*There is no active trading market for Notes*” is hereby deleted in its entirety and replaced with the following:

“Notes are new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). Although applications have been made for Notes to be admitted to the official list and to trading on the regulated market of Euronext Dublin or, as the case may be, on the regulated market of the Bucharest Stock Exchange, there can be no assurance that such application will be accepted, that any particular Tranche of Notes will be so admitted, or that an active trading market will develop or, if developed, that it will continue. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Illiquidity may have a severely adverse effect on the market value of Notes. If Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer and the Guarantor as the case may be.”

The section on page 44 of the Base Prospectus entitled “*Because the Global Notes are held by or on behalf of Euroclear and Clearstream, Luxembourg, Holders of Notes will have to rely on their procedures for transfer, payment and communication with the Issuer*” is hereby deleted and replaced with the following:

***“Because the Global Notes are held by or on behalf of Euroclear and Clearstream, Luxembourg or the Romanian Central Depository, Holders of Notes will have to rely on their procedures for transfer, payment and communication with the Issuer.*”**

Notes issued under the Programme may be represented by one or more Global Bearer Notes or Global Registered Notes (together the “**Global Notes**”) (as the case may be). Such Global Notes will be deposited with a common depository or common safekeeper, as the case may be, for Euroclear and Clearstream, Luxembourg or the Romanian Central Depository. Except in the circumstances described in the relevant Global Note, Holders will not be entitled to receive definitive Notes or, in the case of Global Registered Notes, Individual Note Certificates. Euroclear and Clearstream, Luxembourg or the Romanian Central Depository will maintain records of the beneficial interests in the Global Notes. While Notes are represented by one or more Global Notes, Holders will be able to trade their beneficial interests only through Euroclear and Clearstream, Luxembourg or the Romanian Central Depository and their participants.

While Notes are represented by one or more Global Notes the Issuer will discharge its payment obligations under Notes by making payments to the common depository or common safekeeper, as the case may be, for Euroclear and Clearstream, Luxembourg or the Romanian Central Depository, for distribution to their account holders. A holder of a beneficial interest in a Global Note must rely on the procedures of Euroclear and Clearstream, Luxembourg or the Romanian Central Depository to receive payments under the relevant Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.

Holders of beneficial interests in the Global Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are recognized by, or enabled by, Euroclear and Clearstream, Luxembourg or the Romanian Central Depository to appoint appropriate proxies. Similarly, holders of beneficial interests in the Global Notes will not have a direct right under the Global Notes to take enforcement action against the Issuer in the event of a default under the relevant Notes but will have to rely upon their rights under the Deed of Covenant.”

INFORMATION INCORPORATED BY REFERENCE

The first two paragraphs of section on page 46 of the Base Prospectus entitled “*Information incorporated by reference*” are hereby deleted in their entirety and replaced with the following:

“The following information shall be deemed to be incorporated in, and to form part of, this Base Prospectus: the audited consolidated and separate financial statements and the auditors’ report thereon and notes thereto of the Issuer in respect of the years ended 31 December 2022 and 31 December 2021 (the “**Audited Financial Statements**”) and the interim condensed unaudited consolidated and separate financial statements of the Issuer for the three months period ended on 31 March 2023 (the “**Interim Financial Statements**”).

Copies of the documents specified above as containing information incorporated by reference in this Base Prospectus may be inspected, free of charge, at:

- <https://www.bancatransilvania.ro/files/app/media/relatii-investitori/aga-en/2023/Consolidated-and-Separate-Financial-Statements-for-the-year-ended-31.12.2022/Consolidated-and-Separate-Financial-Statements.pdf>
- <https://www.bancatransilvania.ro/files/app/media/relatii-investitori/aga-en/2023/Consolidated-and-Separate-Financial-Statements-for-the-year-ended-31.12.2022/Independent-auditors-report.pdf>
- <https://www.bancatransilvania.ro/files/app/media/relatii-investitori/aga-en/2022/Consolidated-and-Separate-Financial-Statements-for-the-year-ended-31.12.2021/Consolidated-and-Separate-Financial-Statements-for-the-year-ended-31-December-2021.pdf>
- <https://www.bancatransilvania.ro/files/app/media/relatii-investitori/aga-en/2022/Consolidated-and-Separate-Financial-Statements-for-the-year-ended-31.12.2021/Independent-auditors-report.pdf>
- <https://www.bancatransilvania.ro/files/app/media/relatii-investitori/financial-results/2023/1st-Quarter/Interim-condensed-consolidated-and-separate-financial-statements-31.03.2023.pdf>.”

FORM OF FINAL TERMS

Section starting on page 111 and ending on page 127 entitled "Form of Final Terms" is hereby deleted in its entirety and replaced with the following:

"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/each] 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/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/s'*] target market assessment) and determining appropriate distribution channels.]

[UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); 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**")/[distributor] should take into consideration the manufacturer[*s/s'*] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of Notes (by either adopting or refining the manufacturer[*s/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"/[capital markets

products other than "prescribed capital markets products"] (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

Final Terms dated [•]

Banca Transilvania S.A.

Issue of [Aggregate Nominal Amount of Tranche] [Title of 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 [date] which [together] constitute[s] 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 following alternative language applies if the first tranche of an issue which is being increased was issued under a base prospectus with an earlier date and the relevant terms and conditions from that base prospectus with an earlier date were incorporated by reference in this Base Prospectus.

Terms used herein shall be deemed to be defined as such for the purposes of the [date] terms and conditions (the "**Conditions**") incorporated by reference in the base prospectus dated [original date]. These Final Terms contain the final terms of Notes and must be read in conjunction with the base prospectus dated 18 April 2023 [and the supplemental base prospectus dated [date]] in order to obtain all the relevant information which [together] constitute[s] a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation, save in respect of the Conditions which are set forth in the base prospectus dated [original date] and are incorporated by reference in the Base Prospectus. This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the Prospectus Regulation.

The Base Prospectus has been published on <https://en.bancatransilvania.ro/>.

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

[In accordance with the Prospectus Regulation, no prospectus is required in connection with the issuance of Notes described herein.]

[Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs (in which case the sub-paragraphs of the paragraphs which are not applicable can be deleted). Italics denote guidance for completing the Final Terms.]

1. Issuer: Banca Transilvania S.A.
2. [(i) Series Number:] [•]
[(ii) Tranche Number:] [•]
[(iii) Date on which Notes become fungible:] [Not Applicable/Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the [•] on [[•]/the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 23 below [which is expected to occur on or about [•]].]
3. Specified Currency or Currencies: [•]

4. Aggregate Nominal Amount: [●]
 [(i) [Series]: [●]
 [(ii) Tranche: [●]
5. Issue Price: [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [●]](in the case of fungible issues only, if applicable)
6. (i) Specified Denominations: [●]
 (No Notes may be issued which have a minimum denomination of less than EUR100,000 (or nearly equivalent in another currency)
- (ii) Calculation Amount: [●]
7. (i) Issue Date: [●]
 (ii) Interest Commencement Date: [[●]/Issue Date/Not Applicable]]
8. Maturity Date: [●] / [Interest Payment date falling in or nearest to [●]]
 (for floating rate notes, specify Interest Payment Date falling in or nearest to the relevant month and year]
9. Interest Basis: [[●] per cent. Fixed Rate]
 [EURIBOR / SONIA/ SOFR] +/- [●] per cent. Floating Rate]
 [Zero Coupon]
 [Reset Notes]
 (see paragraph [14/15/16/17] below)
10. Redemption/Payment Basis: Redemption at par, subject to any purchase and cancellation or early redemption / Partly Paid / Instalment / [●]
11. Change of Interest or Redemption/Payment Basis: [●] (Specify the date when any Fixed to floating rate change occurs or refer to paragraphs 14 and 15 below and identify there) / [Not Applicable]
12. Put/Call Options: [Investor Put]
 [Issuer Call]
 [Clean-up Call Option]
 [Not Applicable]
 [See paragraph [18/19/20] below)]
13. Status of Notes: [Senior]
 [Preferred Eligible]
 [Non-Preferred Eligible]
 [Subordinated]
- [Date [Board] approval for issuance of Notes] obtained: [●] [and [●], respectively

(N.B Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Rate[(s)] of Interest: [●] per cent. per annum payable in arrear on each Interest Payment Date
 - (ii) Interest Payment Date(s): [●] in each year [, adjusted [for payment purposes only] in accordance with [specify Business Day Convention and any applicable Business Centre(s) for the definition of "Business Day"/], not adjusted]
 - (iii) Fixed Coupon Amount[(s)]: [●] per Calculation Amount
 - (iv) Fixed Coupon Amount for a short or long Interest Period ("Broken Amount(s)": [●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]
 - (v) Day Count Fraction: [30/360 / Actual/Actual (ICMA/ISDA) /[●] other]
15. **Floating Rate Note Provisions** [Applicable/Not Applicable]
- (If not applicable delete the remaining sub-paragraphs of this paragraph)*
- (i) Specified Period: [[●] / [●] in each year commencing on [●] up to and including [●]]
 - (ii) Specified Interest Payment Dates: [●]
 - (iii) [First Interest Payment Date]: [●]
 - (iv) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention]
 - (v) Additional Business Centre(s): [Not Applicable/[●]]
 - (vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Fiscal Agent): [●] shall be the Calculation Agent
 - (vii) Screen Rate Determination: [Applicable/Not Applicable] *(If not applicable delete the remaining sub-paragraphs of this paragraph)*
- (Insert if Index Determination is applicable)*
- Index Determination: [Applicable / Not Applicable]

- SONIA Compounded Index: [Applicable / Not Applicable]
- SOFR Compounded Index: [Applicable / Not Applicable]
- Compounded SOFR [Compounded SOFR with Lookback / Compounded SOFR with Observation Period Shift / Not Applicable]
- Numerator [] / [As per Conditions]
- Relevant Decimal Place: [] / [As per Conditions]
- Relevant Number of Index Days: [] / [As per Conditions]
- Interest Determination Date(s): [] / [The day falling the Relevant Number of Index Days prior to the relevant Interest Payment Date for such Interest Period, or such other date on which the relevant payment of interest falls due (but which, by its definition or the operation of the relevant provisions, is excluded from the relevant Interest Period)]

(Insert if Index Determination not applicable)

- Reference Rate: [EURIBOR/SONIA/SOFR]
 - Interest Determination Date(s): [●]
 - Relevant Screen Page [●]
 - Relevant Time: [As set out in Condition 5(b)(iv) (*Interest – Floating Rate Note Provisions (other than Floating Rate Notes referencing SONIA or SOFR)*) / [●]
- (viii) Linear Interpolation: Not Applicable / Applicable – the Rate of Interest for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)
- (ix) Determination Agent: [●] / Not Applicable
- (x) Margin(s): [±][●] per cent. per annum
- (xi) Minimum Rate of Interest: [●] per cent. per annum / Not Applicable
- (xii) Maximum Rate of Interest: [●] per cent. per annum / Not Applicable
- (xiii) Day Count Fraction: Actual/Actual (ICMA) / Actual/Actual (ISDA) / Actual/365 (Fixed) / Actual/360 / 30/360 / 360/360 / Bond Basis / 30E/360 / Eurobond Basis / 30E/360 (ISDA)
- (xiv) Observation Look-back Period: [●] / Not Applicable
- (xv) "p" [●] U.S. Government Securities Business Days / [●] London Banking Days/ Not Applicable (*If the Reference Rate is SOFR, "p" should be a minimum of 5 U.S. Government Securities Business Days. If the Reference*

Rate is SONIA, “p” should be a minimum of 5 London Banking Days.)

- (xvi) Compounded Daily SONIA: [Compounded SONIA with Lookback / Compounded SONIA with Observation Period Shift / Not Applicable]
- (xvii) Benchmark Replacement Fallback: Condition 5(g) (*Benchmark Replacement - Independent Adviser*) is applicable/ Condition 5(h) (*Benchmark Replacement – SOFR*) is applicable
- (xviii) ISDA Determination: [Applicable/Not Applicable] (*If not applicable delete the remaining sub-paragraphs of this paragraph*)
 - ISDA Definitions: [2006 ISDA Definitions / 2021 ISDA Definitions]
 - Floating Rate Option: [●]

(The Floating Rate Option should be selected from the relevant ISDA definitions and as envisaged by the terms and conditions)
 - Designated Maturity: [●]

(Designated Maturity will not be relevant where the Floating Rate Option is a risk free rate)
 - Reset Date: [●]/[as specified in the ISDA Definitions]/[the first day of the relevant Interest Period, subject to adjustment in accordance with the Business Day Convention set out in [(v)] above and as specified in the ISDA Definitions]
 - Compounding: [Applicable/Not Applicable] (*If not applicable delete the remaining sub-paragraphs of this paragraph*)
 - Compounding Method: [Compounding with Lookback
 - Lookback: [●] Applicable Business Days
 - [Compounding with Observation Period Shift
 - Observation Period Shift: [●] Observation Period Shift Business Days
 - Observation Period Shift Additional Business Days: [[●] / Not Applicable]]
 - [Compounding with Lockout
 - Lockout: [●] Lockout Period Business Days
 - Lockout Period Business Days: [[●]/Applicable Business Days]]
 - Averaging: [Applicable/Not Applicable]] (*If not applicable delete the remaining sub-paragraphs of this paragraph*)
 - Averaging Method: [Averaging with Lookback
 - Lookback: [●] Applicable Business Days
 - [Averaging with Observation Period Shift

- Observation Period Shift: [●] Observation Period Shift Business Days
 - Observation Period Shift Additional Business Days: [[●]/Not Applicable]]
- [Averaging with Lockout
- Lockout: [●] Lockout Period Business Days
 - Lockout Period Business Days: [[●]/Applicable Business Days]]
- Index Provisions: [Applicable/Not Applicable] *(If not applicable delete the remaining sub-paragraphs of this paragraph)*
 - Index Method: Compounded Index Method with Observation Period Shift
 - Observation Period Shift: [●] Observation Period Shift Business Days
 - Observation Period Shift Additional Business Days: [[●] / Not Applicable]]
- (x) [Linear interpolation: Not Applicable/Applicable – the Rate of Interest for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)
- (xi) Margin(s): [+/-][●] per cent. per annum
- (xii) Minimum Rate of Interest: [The Minimum Rate of Interest shall not be less than zero] / The Minimum Rate of Interest shall not be less than [●] per cent. per annum]
- (xiii) Maximum Rate of Interest: [●] per cent. per annum
- (xiv) Day Count Fraction: [●]
- [(xv) Party responsible for calculating the amount of interest payable for any Rate Adjustment under Condition 6(e):] [The [Fiscal Agent/other] shall be the Calculation Agent.
16. **Zero Coupon Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Accrual Yield: [●] per cent. per annum
 - (ii) Reference Price: [●] [30/360 / Actual/Actual (ICMA/ISDA) / other]
 - (iii) Day Count Fraction in relation to Early Redemption Amount:
17. **Reset Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*

(i) Initial Rate of Interest:	[●] per cent. per annum payable [annually]/[semi-annually]/ [●] in arrear on each Interest Payment Date
(ii) Reset Reference Rate:	Reference Bond Rate / Mid-Swap Rate / CMT Rate
(iii) First Margin:	[±][●] per cent. per annum
(iv) Subsequent Margin:	[±][●] per cent. per annum / Not Applicable
(v) Interest Payment Date(s):	[●] [and [●]] in each year up to and including the Maturity Date [[in each case,] subject to adjustment in accordance with paragraph 17(xxi)]
(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	[●] per Calculation Amount / Not Applicable
(vii) Broken Amount(s):	[●] per Calculation Amount payable on the Interest Payment Date falling [in/on] [●] / Not Applicable
(viii) First Reset Date:	[●] [subject to adjustment in accordance with paragraph 17(xxii)]
(ix) Second Reset Date:	Not Applicable / [●] [subject to adjustment in accordance with paragraph 17(xxii)]
(x) Subsequent Reset Date(s):	Not Applicable / [●] [and [●]] [subject to adjustment in accordance with paragraph 17(xxii)]
(xi) CMT Designated Maturity	[●]/ Not Applicable
(xii) Relevant Screen Page:	[●]
(xiii) CMT Rate Screen Page:	[●]
(xiv) Reset Reference Bond:	[[●] / Not Applicable]
(xv) Mid-Swap Rate:	[Single Mid-Swap Rate] / [Mean Mid-Swap Rate] / Not Applicable
(xvi) Mid-Swap Maturity:	[●]
(xvii) Reference Rate	[EURIBOR/SONIA/SOFR]
(xviii) Reference Banks:	[●]
(xix) Reset Reference Rate Conversion	[Applicable/Not Applicable]
(xx) Original Reset Reference Rate Basis:	[●]/[Not Applicable]
(xxi) Day Count Fraction:	Actual/Actual (ICMA) / Actual/Actual (ISDA) / Actual/365 (Fixed) / Actual/360 / 30/360 / 360/360 / Bond Basis / 30E/360 / Eurobond Basis / 30E/360 (ISDA)
(xxii) Reset Determination Dates:	[●] in each year / The provisions in the Conditions apply
(xxiii) Reset Determination Time:	[●]
(xxiv) Business Day Convention:	Following Business Day Convention / Modified Following Business Day Convention / Modified

Business Day Convention / Preceding Business Day Convention / FRN Convention / Floating Rate Convention / Eurodollar Convention / No Adjustment

- (xxv) Relevant Financial Centre: [●]
- (xxvi) Determination Agent: [●]
- (xxvii) Mid-Swap Floating Leg Benchmark Rate: [EURIBOR / SOFR / SONIA]
- (xxviii) Benchmark Replacement Fallback: Condition 5(g) (*Benchmark Replacement - Independent Adviser*) is applicable/ Condition 5(h) (*Benchmark Replacement – SOFR*) is applicable
- (xxix) "p" [●] U.S. Government Securities Business Days / [●] London Banking Days/ Not Applicable (*if the Reference Rate is SOFR, "p" should be a minimum of 5 U.S. Government Securities Business Days. If the Reference Rate is SONIA, "p" should be a minimum of 5 London Banking Days.*)
- (xxx) Compounded Daily SONIA: [Compounded SONIA with Lookback / Compounded SONIA with Observation Period Shift / Not Applicable]

PROVISIONS RELATING TO REDEMPTION

18. **Call Option** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub paragraphs of this paragraph)*
- (i) Optional Redemption Date(s): [●]/[Any date from and including [●] to but excluding [●]]
- (ii) Optional Redemption Amount(s) of each Note: [[●] per Calculation Amount]/ [Make-whole Redemption Price]/ [(in the case of the Optional Redemption Dates falling on [●]/[in the period from and including [●]]
- [(iii) Make Whole Redemption Price: [Non-Sterling Make Whole Redemption Amount / Sterling Make Whole Redemption Amount/ Not Applicable]
- (If not applicable delete the remaining sub paragraphs(a) – (c) of this paragraph)]*
- [(a) Reference Bond: [Insert applicable Reference Bond]
- [(b) Quotation Time: [●]
- [(c) Redemption Margin: [●] per cent.
- [(d) Reference Dealers: [●]
- [(e) Par Redemption Date: [●]/Not Applicable

- (iv) Early redemption as a result of a Withholding Tax Event: Not Applicable / The provisions in Condition 6(b) (*Early Redemption for Taxation Reasons – Withholding Tax*) apply.
- (iv) Early redemption as a result of a Tax Event: Not Applicable / 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: Not Applicable / 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: [●]/[Not Applicable]
- (vi) Early redemption as a result of a Capital Event: Not Applicable / The provisions in Condition 6(e) (*Early Redemption of Subordinated Notes as a result of a Capital Event*) apply
- (vii) If redeemable in part: [Applicable/Not Applicable]
- (a) Minimum Redemption Amount: [●] per Calculation Amount
- (b) Maximum Redemption Amount: [●] per Calculation Amount
- (viii) Notice period: [●] / [As per the Conditions]
19. **Put Option** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Optional Redemption Date(s): [●] / [Any date from and including [●] to but excluding [●]]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount
- (iii) Notice period: [●] / [As per the Conditions]
20. **Clean-up Call Option** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Clean-up Call Threshold: [●] per cent.
- (ii) Optional Redemption Amount (Clean-up Call): [●]
21. **Final Redemption Amount of each Note** [Par]/ [●] per Calculation Amount
22. **Early Redemption Amount**
- Early Redemption Amount(s) per Calculation Amount payable on [Not Applicable]

redemption for taxation reasons or on event of default or other early redemption:

[Condition 6 [6(b), 6(c), 6(d)] applies]

(NB: No early redemption may take place save in the circumstances set out in the Conditions)

GENERAL PROVISIONS APPLICABLE TO NOTES

23. Form of Notes:

Bearer Notes:

[Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on [●] days' notice/at any time/in the limited circumstances specified in the Permanent Global Note]

[Temporary Global Note exchangeable for Definitive Notes on [●] days' notice]

[Permanent Global Note exchangeable for Definitive Notes on [●] days' notice/at any time/in the limited circumstances specified in the Permanent Global Note]

Registered Notes:

Global Registered Note exchangeable for Individual Note Certificates on [●] days' notice/at any time/in the limited circumstances described in the Global Registered Note]

For NSS:

[Global Registered Note [(U.S./Euro [●] nominal amount)] registered in the name of a nominee for [a common depository for Euroclear and Clearstream, Luxembourg or the Romanian Central Depository/a common safekeeper for Euroclear and Clearstream, Luxembourg or the Romanian Central Depository (that is, held under the New Safekeeping Structure).

24. New Global Note:

[Yes] [No]/[Not Applicable]

25. Additional Financial Centre(s) or other special provisions relating to payment dates:

[Not Applicable/*give details. Note that this paragraph relates to the date of payment, and not the end dates of interest periods for the purposes of calculating the amount of interest, to which sub-paragraph 15(v) relates*]

26. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):

[Yes/No. As Notes have more than 27 coupon payments, talons may be required if, on exchange into definitive form, more than 27 coupon payments are left.]

Signed on behalf of Banca Transilvania S.A.:

By:

Duly authorised

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application has been/will be made by the Issuer (or on its behalf) for Notes to be admitted to trading on:
- (i) Admission to Trading: [(i) Irish Stock Exchange plc trading as Euronext Dublin/with effect from [●];] or
- [(ii) The regulated market of the Bucharest Stock Exchange/with effect from around the date of [●]].
- (When documenting a fungible issue need to indicate that original Notes are already admitted to trading.)
- (ii) Estimate of total expenses related to admission to trading: [●]

2. **RATINGS** Notes to be issued [have been/are expected to be] rated:

Ratings: [Fitch: [●]]

[[Other]: [●]]

Option 1 - CRA established in the EEA and registered under the EU CRA Regulation and details of whether rating is endorsed by a credit rating agency established and registered in the UK or certified under the UK CRA Regulation

[Insert legal name of particular credit rating agency entity providing rating] is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**"). [[Insert legal name of particular credit rating agency entity providing rating] appears on the latest update of the list of registered credit rating agencies (as of [insert date of most recent list]) on the ESMA website <http://www.esma.europa.eu>]. [The rating [Insert legal name of particular credit rating agency entity providing rating] has given to Notes is endorsed by [insert legal name of credit rating agency], 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**").] /[[Insert legal name of particular credit rating agency entity providing rating] has been certified 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** ").] /[[Insert legal name of particular credit rating agency entity providing rating] has not been certified 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** ") and the rating it has given to Notes is not endorsed by a credit rating agency established in the UK and registered under the CRA Regulation (UK).]

Option 2 - CRA established in the UK and registered under the UK CRA Regulation and details of whether rating is endorsed by a credit rating agency established and registered in the EEA or certified under the EU CRA Regulation

[Insert legal name of particular credit rating agency entity providing rating] 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**"). *[[Insert legal name of particular credit rating agency entity providing rating]* appears on the latest update of the list of registered credit rating agencies (as of *[insert date of most recent list]*) on [FCA]. [The rating *[Insert legal name of particular credit rating agency entity providing rating]* has given to Notes to be issued under the Programme is endorsed by *[insert legal name of credit rating agency]*, which is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**").] *[[Insert legal name of particular credit rating agency entity providing rating]* has been certified under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**").] *[[Insert legal name of particular credit rating agency entity providing rating]* has not been certified under Regulation (EU) No 1060/2009, as amended (the "**UK CRA Regulation**") and the rating it has given to Notes is not endorsed by a credit rating agency established in the EEA and registered under the EU CRA Regulation.]

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

Save for any fees payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the offer of Notes has an interest material to the offer. The [Managers/Dealers] 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. **[Fixed Rate Notes only – YIELD**

Indication of yield: [●] per cent. per annum.

[The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

5. **OPERATIONAL INFORMATION**

ISIN: [●]

Common Code: [●]

FISN: [See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN / Not Applicable / Not Available]

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 / Not Applicable / Not Available]

Trade Date: [●]

Delivery: Delivery [against/free of] payment

Names and addresses of additional Paying Agent(s) (if any): (a) with respect to the Notes admitted to trading on the regulated market of Euronext Dublin, the initial Paying Agent is The Bank of New York Mellon SA/NV, Dublin Branch and/or any substitute or additional paying agents appointed in accordance with the Fiscal Agency Agreement and which is authorized to act as paying

agent in relation to the regulated market of Euronext Dublin; or

- (b) with respect to the Notes admitted to trading on the regulated market operated by the Bucharest Stock Exchange, the principal initial Paying Agent is The Bank of New York Mellon SA/NV, Dublin Branch and the Issuer and/or any substitute or additional paying agent appointed in accordance with the Fiscal Agency Agreement is authorized to act as local paying agent in relation to Notes admitted to trading on the regulated market operated by the Bucharest Stock Exchange.

Relevant Benchmark[s]:

[[*specify benchmark*] is provided by [*administrator legal name*]][*repeat as necessary*]. As at the date hereof, [[*administrator legal name*][*appears*]/[*does not appear*]][*repeat as necessary*] in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the EU Benchmarks Regulation]/[As far as the Issuer is aware, as at the date hereof, [*specify benchmark*] does not fall within the scope of the EU Benchmarks Regulation]/ [As far as the Issuer is aware, the transitional provisions in Article 51 of Regulation (EU) 2016/1011, as amended apply, such that [*name of administrator*] is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence)]. /[Not Applicable]

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 registered in the name of a nominee of one of the ICSDs acting as common safekeeper] [*include this text for registered notes*] 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.]

[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 [[, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper] [*include this text for registered notes*]. 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.]

6. DISTRIBUTION

- (i) Method of Distribution: [Syndicated/Non-syndicated]
[Not Applicable/*give names*]
- (ii) If syndicated: [Not Applicable/*give names*]

(B) Stabilisation Manager(s): [Not Applicable/*give names*]

(iii) If non-syndicated, name of Dealer: [●]

(iv) U.S. Selling Restrictions: Reg S Compliance Category 2; *In the case of Bearer Notes* – [TEFRA C/TEFRA D/TEFRA not applicable]

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

Reasons for the offer: [●]

[See "*Use of Proceeds*" in Base Prospectus"]

Estimated net proceeds: [●]"

GENERAL INFORMATION

The sub-section on page 225 of the Base Prospectus entitled “Listing” is hereby deleted in its entirety and replaced with the following:

“Listing

2. It is expected that each Tranche of Notes which is to be admitted to the Official List and to trading on the regulated market of Euronext Dublin will be admitted separately as and when issued, upon submission to Euronext Dublin of the applicable Final Terms, subject only to the issue of Notes of that Tranche. The listing of the Programme in respect of such Notes was granted on 18 April 2023. It is expected that each Tranche of Notes which is to be admitted to trading on the regulated market of the Bucharest Stock Exchange will be admitted separately as and when issued, pursuant to submission to the Romanian Financials Supervision Authority of the applicable Final Terms together with a list of the initial subscribers of the Notes issued in the respective Tranche.”

The sub-section on page 225 of the Base Prospectus entitled “Significant/Material Change” is hereby restated as at the date of this Supplement:

“Significant/Material Change

4. Save as disclosed in the “Description of the Issuer” Section 22 “Recent developments” of this Base Prospectus, since 31 December 2022 there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries.

5. Save as disclosed in the “Description of the Issuer”, Section 22 “Recent developments” of this Base Prospectus, since 31 March 2023 there has been no significant change in the financial position or financial performance of the Issuer or the Issuer and its Subsidiaries.”

The sub-section on page 225 of the Base Prospectus entitled “Documents on Display” is hereby deleted in its entirety and replaced with the following:

“Documents on Display

7. Copies of the following documents (together with English translations thereof) may be inspected during normal business hours at the offices of the Issuer or at <https://www.bancatransilvania.ro/en/investor-relations> for the life of this Base Prospectus:

- (a) the constitutive act of the Issuer (as the same may be updated from time to time);
- (b) the Audited Financial Statements and the Interim Financial Statements;
- (c) the Fiscal Agency Agreement, the Deed of Covenant and any relevant Final Terms;
- (d) the Issuer-ICSDs Agreement (which is entered into between the Issuer and Euroclear and Clearstream, Luxembourg with respect to the settlement in Euroclear and Clearstream, Luxembourg of Notes in New Global Note form or Registered Notes held under the New Safekeeping Structure).

For the avoidance of doubt, unless specifically incorporated by reference into this base prospectus, information contained on the website does not form part of this Base Prospectus. This Base Prospectus will be available, in electronic format, on the website of Euronext Dublin (<https://live.euronext.com>).”

The sub-section on page 226 of the Base Prospectus entitled “Clearing of Notes” is hereby deleted in its entirety and replaced with the following:

“Clearing of Notes

8. Notes have been or will be accepted for clearance through Euroclear and Clearstream, Luxembourg and the Romanian Central Depository. The appropriate common code and the International Securities Identification Number (ISIN) in relation to Notes of each Tranche will be specified in the relevant Final Terms. The relevant Final Terms shall specify any other clearing system as shall have accepted the relevant Notes for clearance together with any further appropriate information.”

The sub-section on page 227 of the Base Prospectus entitled “Listing Agent” is hereby deleted in its entirety and replaced with the following:

“Listing Agent

14. With respect to the Notes admitted to trading on the Regulated Market of Euronext Dublin, Arthur Cox Listing Services Limited is acting solely in its capacity as listing agent for the Issuer in relation to Notes and is not itself seeking admission of Notes to the Official List of Euronext Dublin or to trading on the Regulated Market for the purposes of the Prospectus Regulation.

With respect to the Notes admitted to trading on the regulated market operated by the Bucharest Stock Exchange, BT Capital Partners S.A. is acting solely in its capacity as listing agent for the Issuer in relation to Notes and is not itself seeking admission of Notes to the regulated market of the Bucharest Stock Exchange for the purposes of the Prospectus Regulation.”