



General Shareholders Meeting

25.04.2024



Ordinary General Meeting



Ordinary General Meeting



Approving
the annual
financial
statements

1

Discharge of
the Directors

2

Approval of the
income and
expenditure
budget, and the
business plan

3

Approval of the
distribution of
dividends

4

Maintaining the
remuneration of
Directors

5

Approval of
registration
date and ex-
date

6

Approval of the
dividends'
payment date

7

Mandating the
Board of
Directors

8

Approval of the annual statutory IFRS financial statements

Approval of the annual statutory IFRS financial statements for the 2023 financial year, in compliance with BNR's Order No. 27/2010 as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor and other reports subject to an advisory vote.

2023, a good year for Banca Transilvania Financial Group

Growth drivers in 2023:

- Corporate and household financing
- Increased operational activity
- Attracting new customers

We have consolidated our leadership in Romania.

We have grown faster than the market.

We continued to contribute to increasing financial inclusion, the digitalization of the Romanians and the creation of jobs.

Our master-plan was to strengthen the leadership position of Banca Transilvania and the sustainable business growth of the other companies in the BT Group.



A large, three-dimensional sculpture of the letters 'BT30' is illuminated with warm, golden-yellow light. The sculpture is made of hollow, glowing outlines and is positioned on a dark, reflective floor that mirrors its form. The background is a dark, modern interior with large glass panels and some blurred lights, suggesting a contemporary architectural setting.

BT30

**We have been
growing in
Romania for 30
years and we have
seen Romania
grow.**

BT's impact on the economy and society in 2023

- 4.2 million active customers. The bank attracted 623,000 new customers in 2023, of which:
 - 93,000 are corporate customers;
 - 530,000 are retail customers.
- 270,000 loans granted;
- BT financed corporate customers with RON 23 billion and retail customers with RON 10 billion.
- The bank was the largest partner in government programs launched in 2023, with over RON 3.35 billion loans granted;
- 2% of all corporate income tax collected in 2023 by the state from companies is BT's corporate income tax for last year.
- BT has over 3.8 million unique digitized customers, representing almost 90% of total active customers.

Acquisitions status

BT has made acquisitions in recent years from investors in Austria, Greece and Poland, gaining a combined market share of almost 7% (Volksbank Romania, Bancpost and Idea::Bank). In addition to banks, we have acquired companies with activities complementary to the banking activity.

2023

- **BT Leasing** and **Țiriac Leasing** became one company in 2023.

2024

- **Victoriabank** (Republic of Moldova) completed the acquisition of BCR Chisinau.
- (January 2024). **OTP Bank România, OTP Leasing and OTP Asset Management** – the signing of the purchase agreement took place (February 2024). The subject will be detailed at the Extraordinary General Meeting, item 3.
- **Idea::Broker de Asigurare** became BT Broker de Asigurare (February 2024).
- **Salt Bank (former Idea::Bank)** was officially launched on the market (April 2024).

Evolution of the clients' number: +7.8% (2023/2022)

BT Active clients	31.12.2023	31.12.2022	2023/2022
Large corporate clients	1,517	1,419	6.9%
Mid corporate clients	11,197	10,548	6.2%
SME clients	25,358	22,438	13%
Microbusiness and clients	41,679	387,727	7.2%
Retail clients	3,785,742	3,509,320	7.1%
TOTAL	4,239,493	3,931,452	7.8%

Business lines evolution 2023 vs 2022. Retail clients

- We have reached over 3.7 million customers;
- +13.5% number of unique customers digitised → over 3.4 million;
- +22% number of transactions made with BT cards;
- +48% number of phone payments;
- 6 million cards;
- Over 16,000 people bought their homes with BT's help last year. (Amounts granted: over RON 4.7 billion);
- 110,000 consumer loans granted (Amounts granted: RON 4.4 billion).

MidCorporate Clients

- +15.8% is the loan balance at BT Group level, reaching RON 11.5 billion
- +33% is the deposits balance at bank level, reaching RON 13.1 billion

Large Corporate Clients

- Gross credit balance reached RON 24.5 billion at the end of 2023

Business lines evolution 2023 vs 2022. SME clients

- Approximately 6,000 new loans;
- +17.4% the balance of SME loans reached over RON 5.5 billion at BT Group level and RON 4.5 billion at bank level;

During 2023, loans amounting to more than RON 3.35 billion were granted under the Government Programs.

Business lines evolution 2023 vs 2022. Microfinance

- +7.2% active number of clients → reaching over 415,000;
- Over 15,700 loans granted at bank level;
- RON 4.8 billion value of loans balance at BT Group level ;
- +5.8% loan balance at bank level.

Access to funding was supported by:

- the microfinance subsidiary, BT Mic (BT Microfinance);
- government programs.

Business lines evolution 2023 vs 2022. Treasury

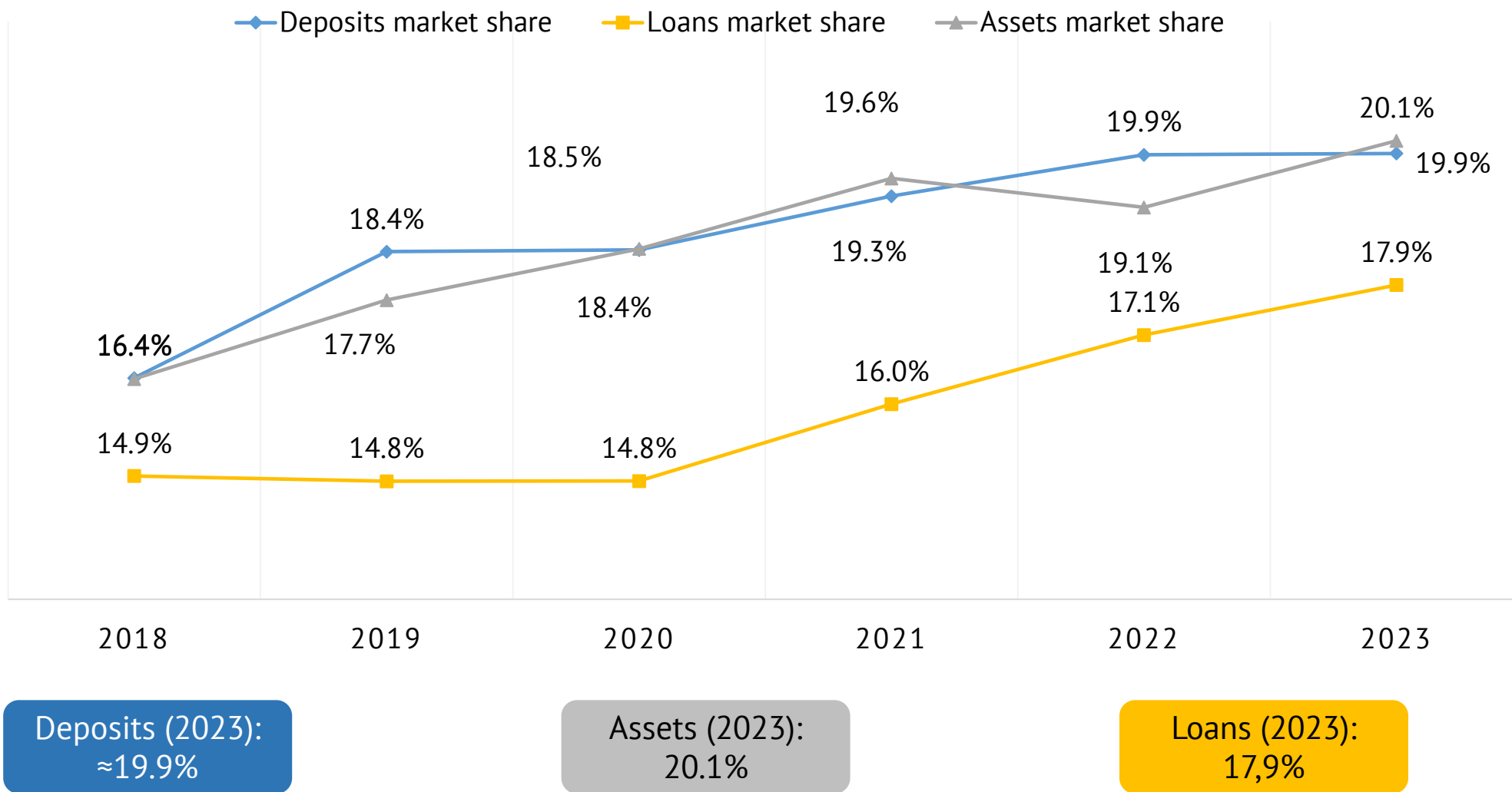
- Treasury activities are complementary to the other products and services offered to customers.
- In line with the increased number of operations, the FX activity also grew: +19.7% net revenues, reaching RON 685 million in 2023, at BT Group level.

Bank's growth over the last 5 years

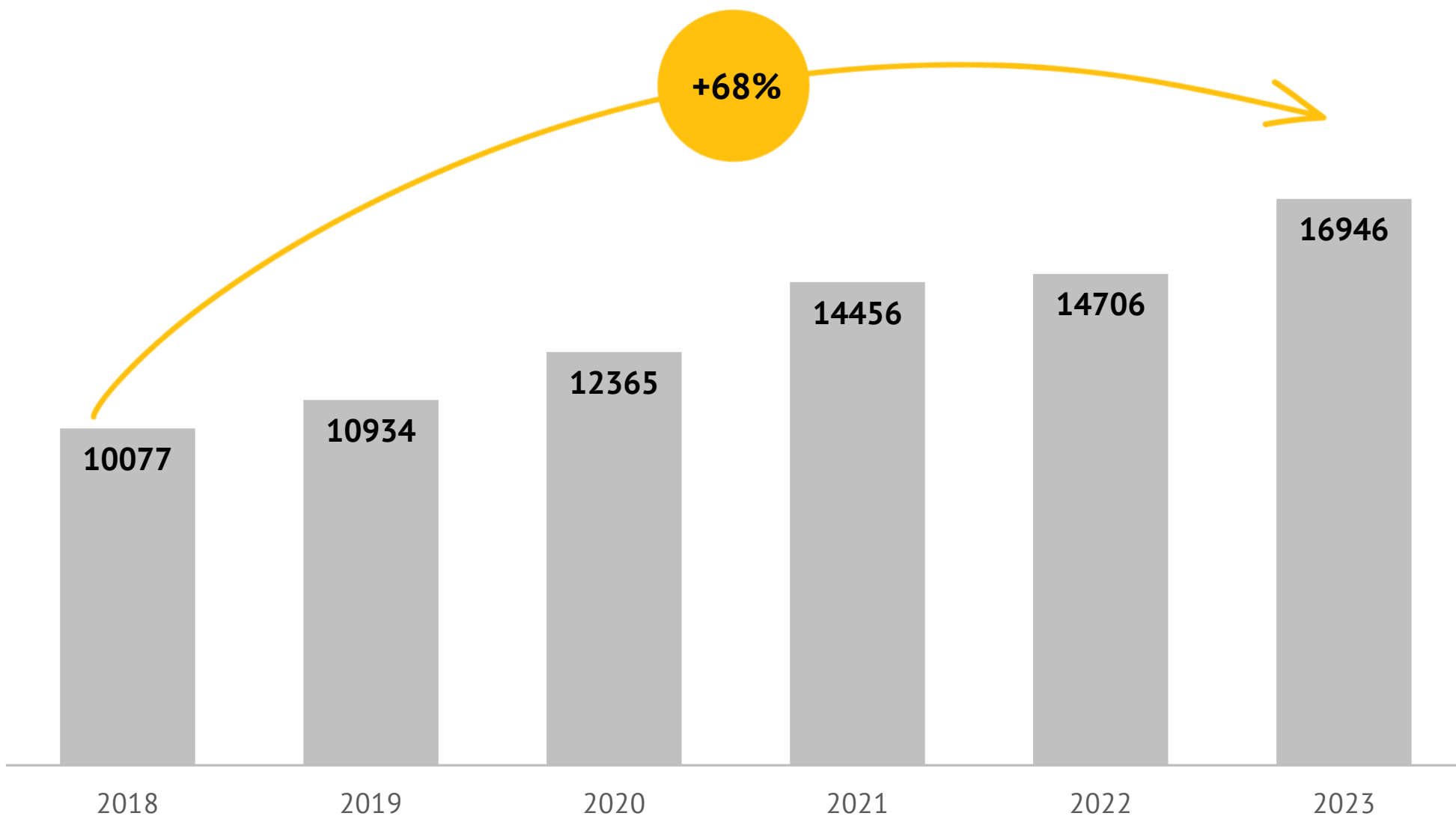


- BT remains the leader in the banking market.
- Market share: from 16.43% (2018) to 20.14% (2023).
- Evolution of the number of customers: from 2.8 million (2018) to 4.2 million (2023).
- Market capitalization: from RON 9.6 billion (2018) to RON 19.4 billion (2023).
- BT has doubled its assets, loans and deposits, and its active customer base has grown by almost 50%.

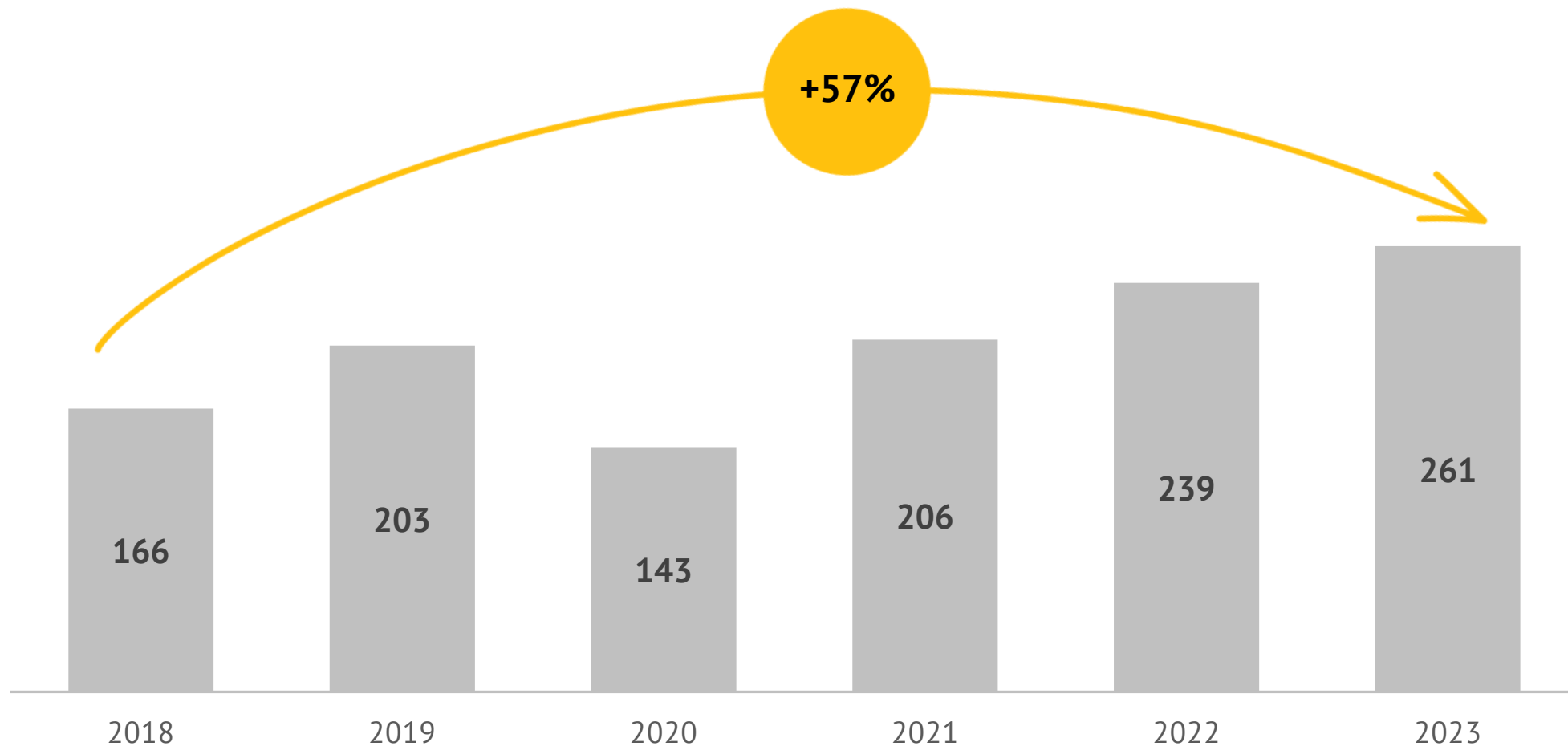
Evolution of BT market shares: deposits, assets, loans (2018 - 2023)



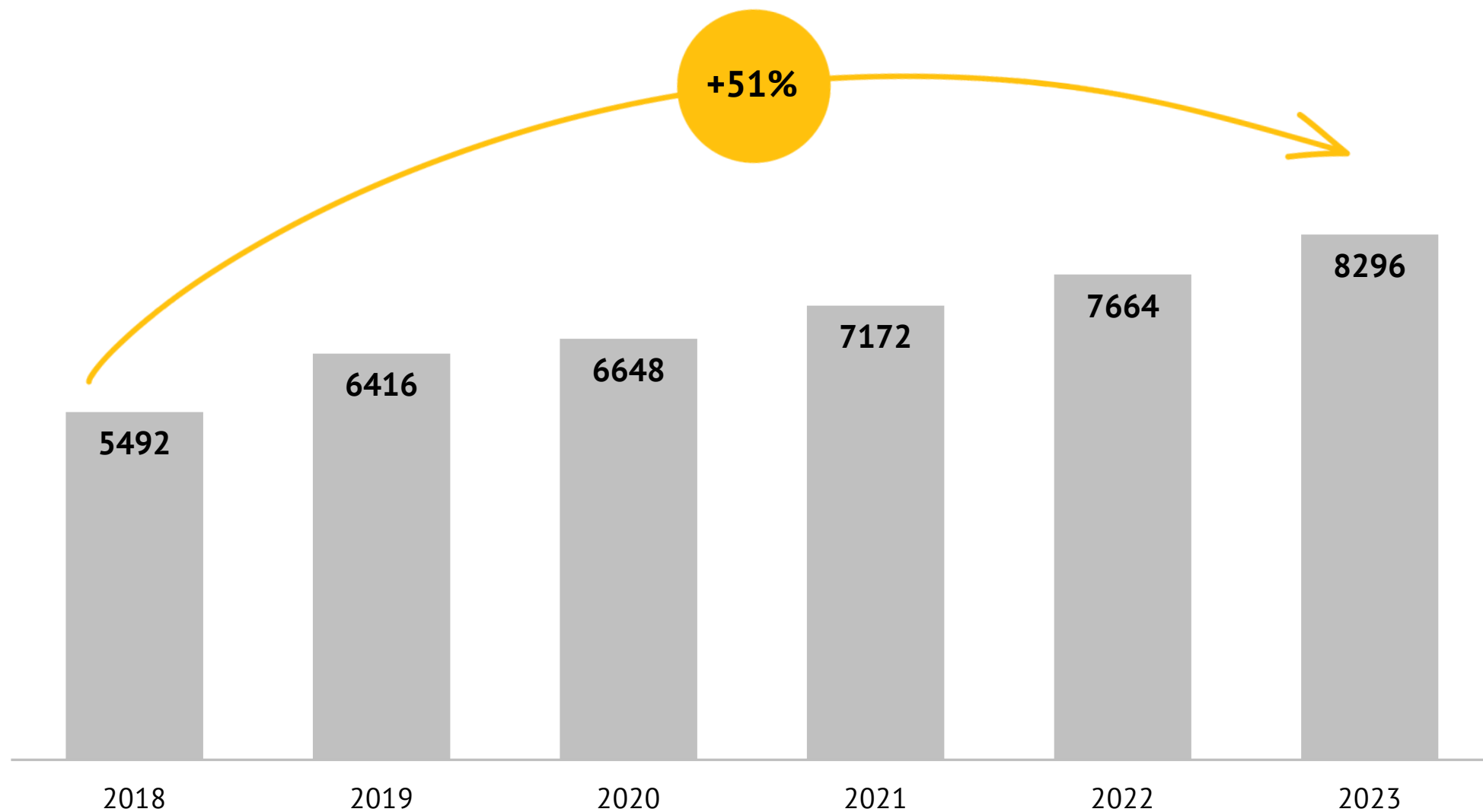
BT efficiency growth in 2018 - 2023. Total assets/employee (RON thousand)



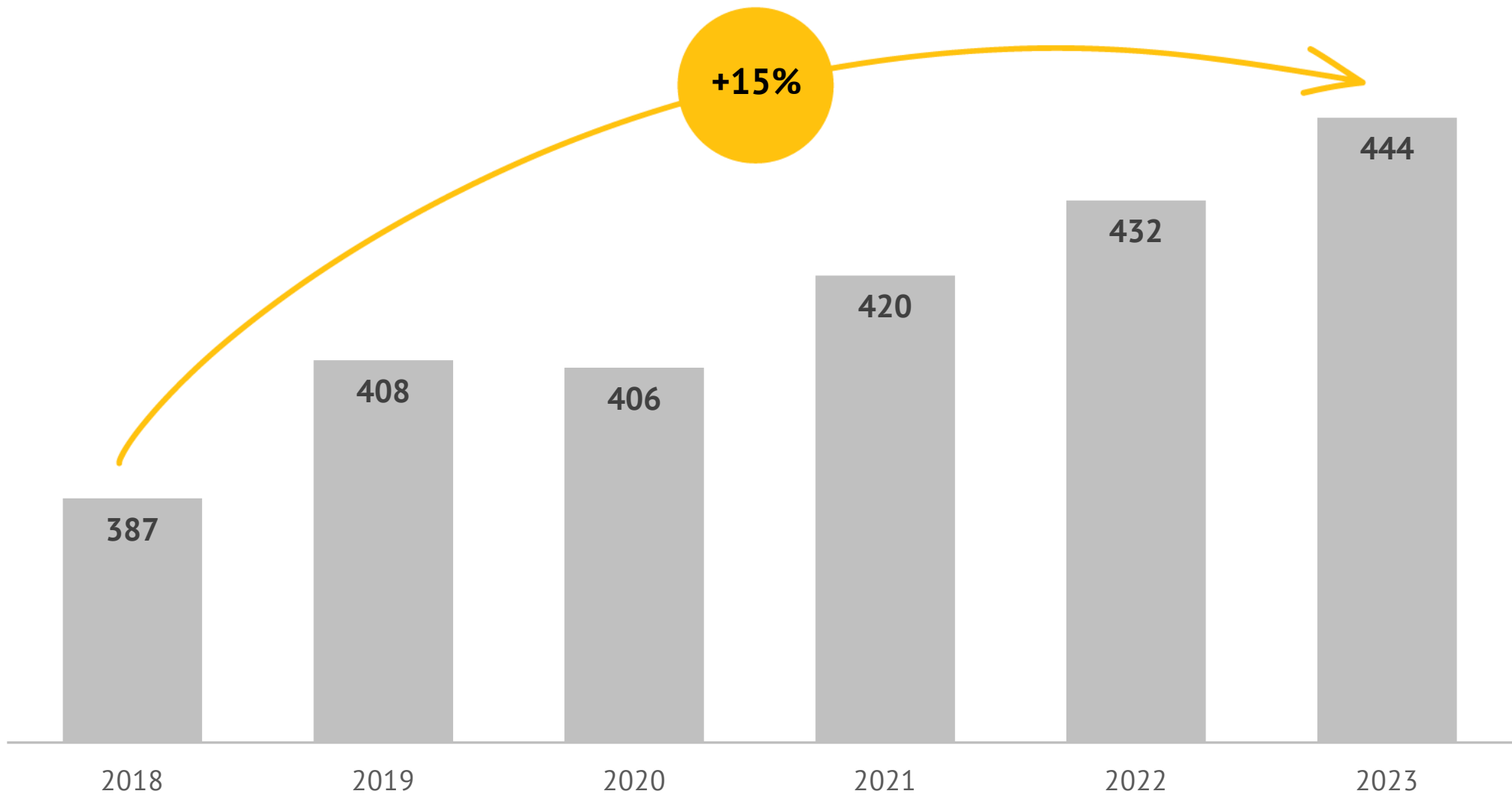
BT efficiency growth in 2018 - 2023. Net profit/employee (RON thousand)



BT efficiency growth in 2018 - 2023. Number of active customers/unit



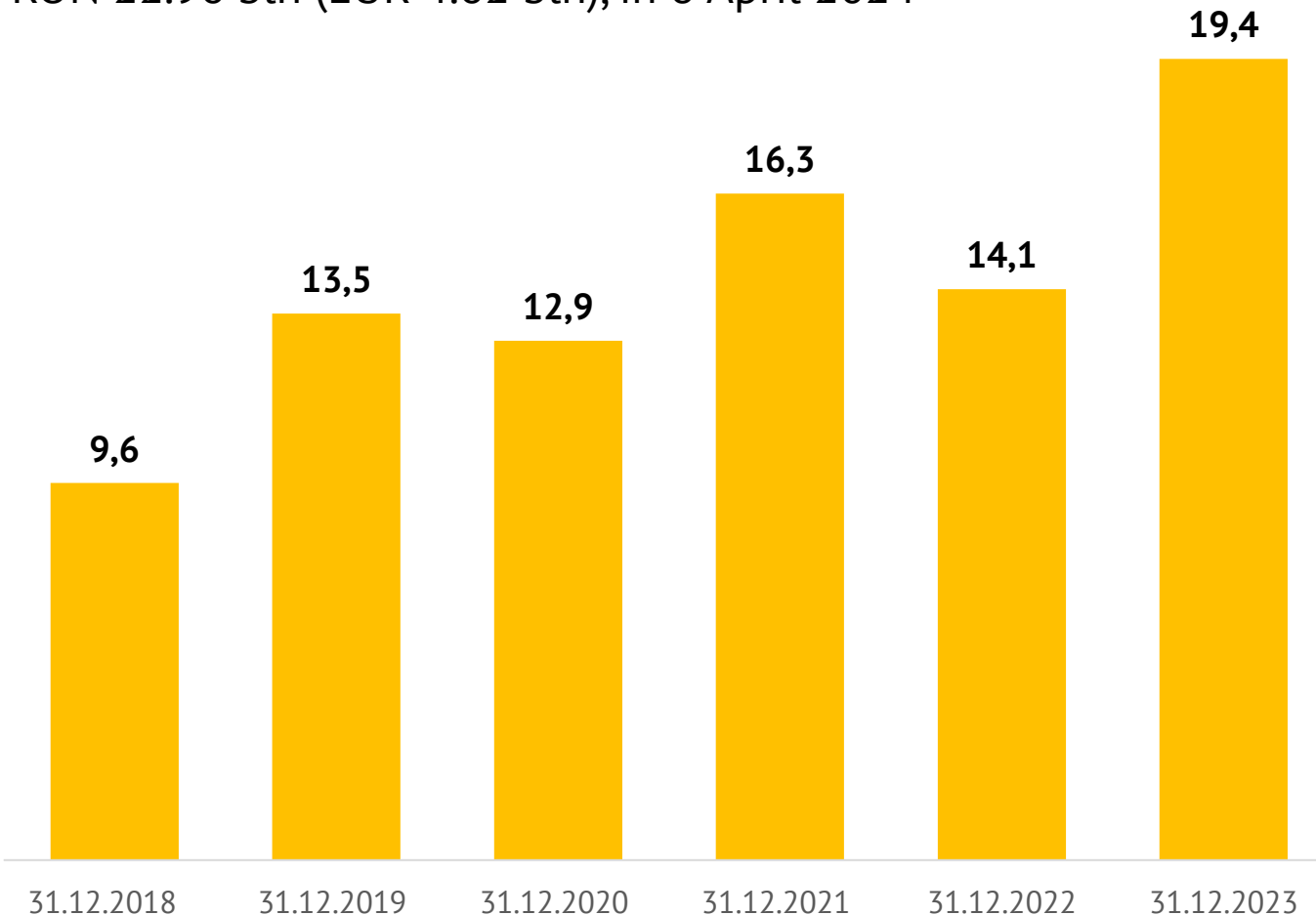
BT efficiency growth in 2018 - 2023. Number of active customers/employee



Capitalization during 2018 – 2023 (RON bln.)

Historical maximum:

RON 22.96 bln (EUR 4.62 bln), in 8 April 2024



31.12.2023:

RON 19.4 bln (EUR 3.9 bln)

31.12.2022:

RON 14.1 bln (EUR 2.8 bln)

31.12.2021:

RON 16.3 bln (EUR 3.3 bln)

31.12.2020:

RON 12.9 bln (EUR 2.7 bln)

31.12.2019:

RON 13.5 bln (EUR 2.8 bln)

31.12.2018:

RON 9.6 bln (EUR 2.1 bln)

Shareholders structure BT | 31.03.2024



	No. of persons	No. of shares	Percentage
ROMANIAN CAPITAL	54,675	614.582.273	76.95%
Individuals	53,924	179.103.522	22.43%
Legal entities	751	435.478.751	54.53%
of which SIF	5	146.383.509	18.20%
FOREIGN CAPITAL	1,093	184.075.960	23.05%
Individuals	865	8.517.170	1.07%
Legal entities	228	175.558.790	21.98%
TOTAL	55,768	798.658.233	100%

The largest year-on-year increase in the number of BT individual shareholders: + 10.665(March 2024 vs March 2023)

Bank's team

- 10,283 employees
- 9,547 active employees
- 38 years old, average age in the company
- 9.9% staff turnover in 2023
- almost 50% of BT employees are mothers with under-aged children



BT's community engagement in 2023

- The amount we invested: RON 80 million
- Projects supported: 450
- Focus: culture, sport, education, environment, social
- Examples of projects supported:
 - TIFF (Transilvania International Film Festival)
 - Via Transilvanica
 - Timisoara - European Capital of Culture
 - Gheorghe Hagi Football Academy
 - Romanian Olympic and Sports Committee



**Banca Transilvania:
Individual financial statements 2023**

Individual financial statements. Statement of financial position in 2023

	2023 Results	2023 Budget	2022 Results	Δ 2023/2022
Loans	75,921	72,486	67,474	12.5%
Provisions	-4,371	-4,293	-4,024	8.6%
Immediate liquidity	34,906	31,963	19,280	81.0%
Debt, equity and derivative instruments portfolio, net of provisions	50,076	46,473	45,823	9.3%
Fixed assets	2,889	2,917	2,566	12.6%
• Tangible and intangible fixed assets	2,015	2,209	1,858	8.5%
• Participation certificates	873	708	708	23.3%
Other assets	2,365	2,652	2,841	-16.8%
Total assets	161,785	152,198	133,960	20.8%
Equity	11,829	12,122	7,958	48.6%
Subordinated loan	2,404	2,711	1,719	39.8%
Customers deposits	134,443	123,413	116,504	15.4%
Banks deposits	9,666	10,351	5,194	86.1%
Other liabilities	3,443	3,600	2,585	33.2%
Total liabilities and equity	161,785	152,198	133,960	20.8%

RON mln.

Individual financial statements. Profit and loss account

	2023 Results	2023 Budget	2022 Results	Δ 2023/2022
Net banking income, of which:	6,437	6,112	5,360	20.1%
• Net Interest Income	4,319	4,341	3,658	18.1%
• Net Fee and Commision Income	1,106	1,117	998	10.8%
Operational expenses	-2,935	-2,893	-2,661	10.3%
Operational results	3,502	3,219	2,699	29.8%
Net provisions	-373	-622	-278	34.2%
Gross profit	3,128	2,597	2,421	29.2%

**BT Financial Group:
Consolidated Financial Statements 2023**

Statement of financial position. BT Financial Group



	2023 Results	2022 Results	Δ 2023/2022
Loans	80,421	72,530	10.9%
Provisions	-4,850	-4,516	7.4%
Immediate liquidity	36,526	20,108	81.6%
Debt, equity and derivative instruments portfolio, net of provisions	51,775	47,191	9.7%
Fixed assets	2,488	2,172	14.5%
• Tangible and intangible fixed assets	2,487	2,169	14.7%
• Participation certificates	1	4	-64.5%
Other assets	2,809	3,026	-7.1%
Total assets	169,169	140,511	20.4%
Equity	13,897	9,472	46.7%
Subordinated loan	2,423	1,748	38.6%
Clients deposits	138,053	119,732	15.3%
Banks deposits	10,583	6,519	62.3%
Other liabilities	4,213	3,040	38.6%
Total liabilities and equity	169,169	140,511	20.4%

Profit and Loss Account. BT Financial Group



	2023	2022	Δ 2023/2022
Net Income, of which:	7,725	6,280	23.0%
• Net interest income	5,257	4,427	18.8%
• Net commission income	1,268	1,168	8.5%
Operating expenses	-3,506	-2,984	17.5%
Operational result	4,219	3,296	28.0%
Provisions, net	-513	-495	3.6%
Gross profit	3,706	2,801	32.3%

Contribution to the consolidation of BT Financial Group in 2023

- **BT Leasing & Tiriatic Leasing**, positive impact of the merger: BTL reached 25.000 customers and a portfolio of EUR 500 million.
- **BT Asset Management** reached RON 4,5 billion in assets under management and BT Maxim was the best performing equity fund in Romania..
- **BT Capital Partners** was co-lead manager for the EUR1,9 billion IPO of Hidroelectrica.
- **BT Mic** has reached RON 1 billion in assets and has over 18.000 clients, making it the largest microfinance company in the country.
- **BT Pensii** is one of the top three providers of facultative pensions in terms of new business. Nearly 15.000 new members joined in 2023.
- **BT Direct** a reached 200.000 active cards.
- **Code Crafters** continued to expand its ability to deliver solutions used in the banking industry, both by growing its team and diversifying its technologies.

Deloitte.

Discharge of directors for the 2023 exercise

Discharge of directors for the 2023 exercise.

The revenue and expenditure budget

Approval of the revenue and expenditure budget and the investment plan for 2024 (business plan for 2024).

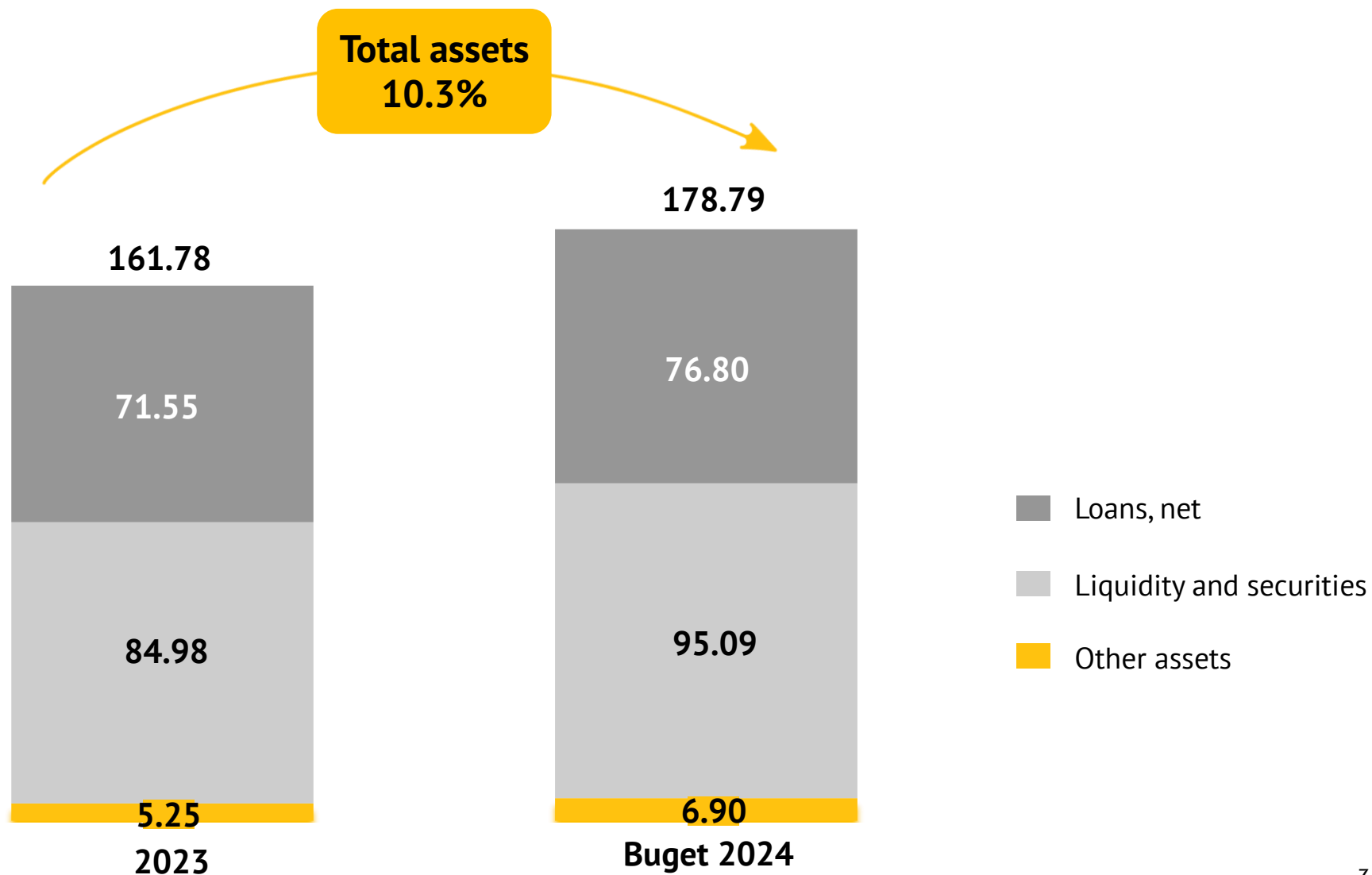
2024 Targets

- Total assets: **+10.3%**
- Total gross loans: **+6.1%**
- Total customers' deposits : **+9.1%**
- Cost/income ratio: **49.7%**
- Loans/deposits: **55.6%**

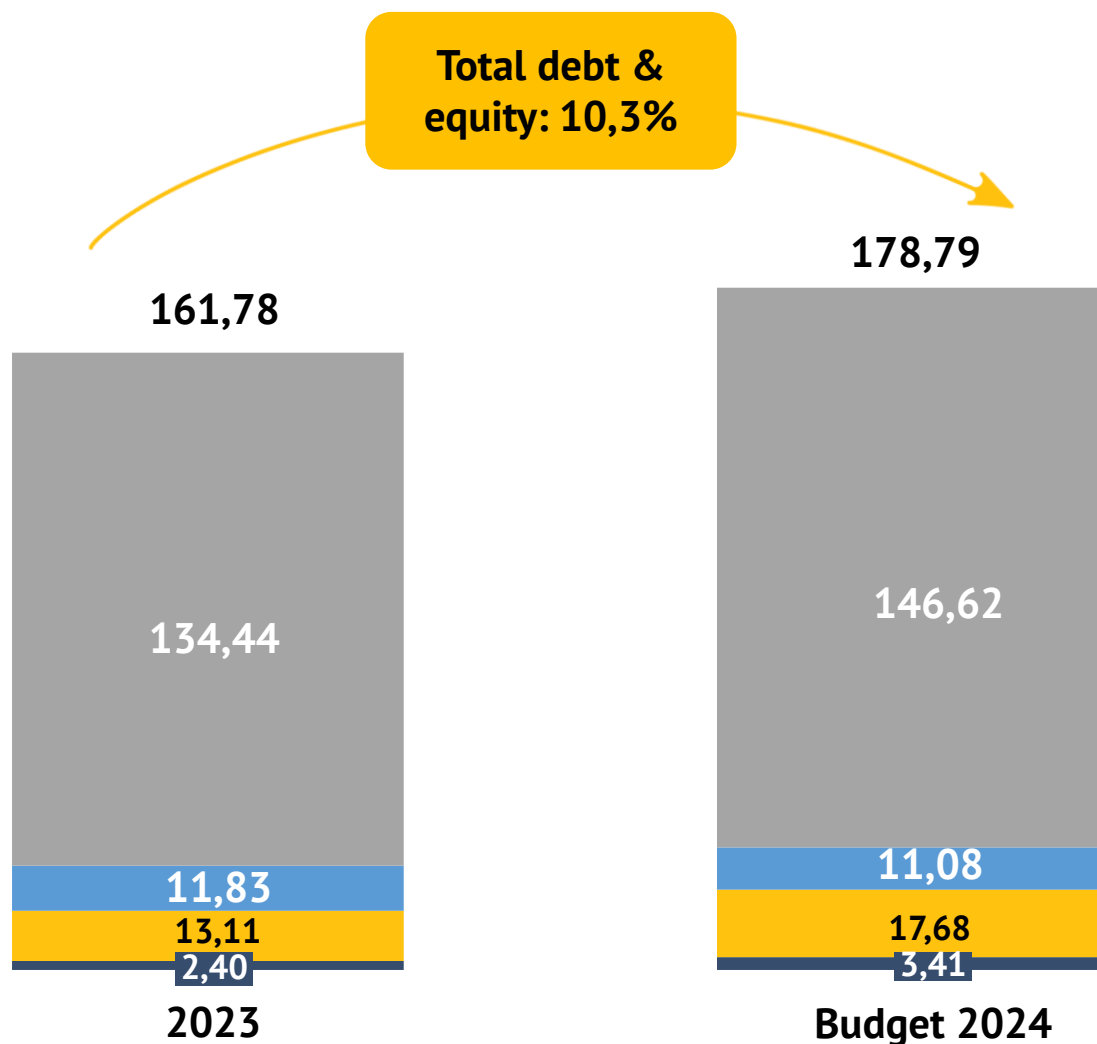


Budget 2024

Total assets (RON bln)



Total debt and equity (RON bln)



Ratios:

Loans/deposits:

- 56,47% (2023)
- 55,61% (budgeted 2024)

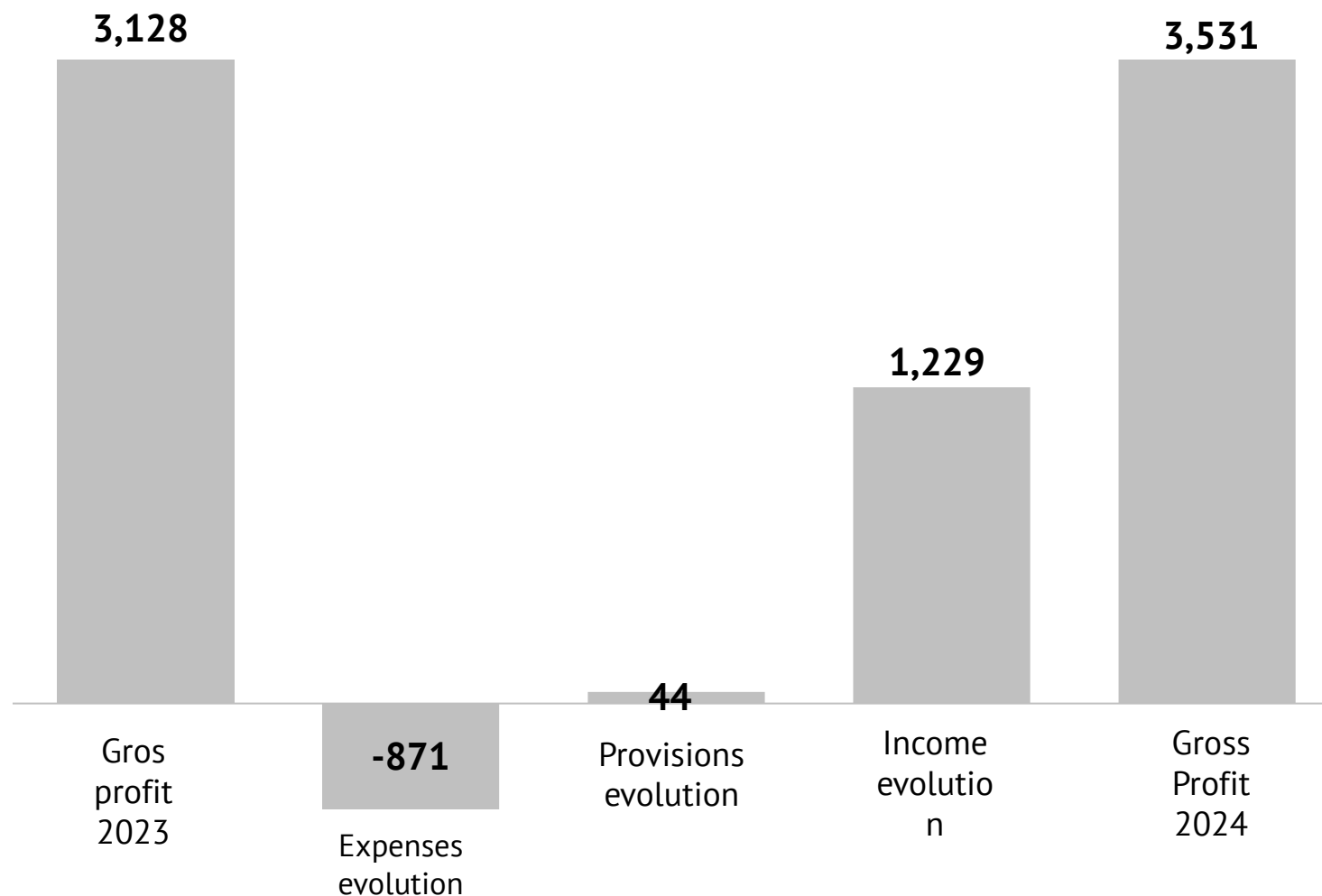
Solvency ratio*:

- 21,61% (2023)
- 26,52% (budgeted 2024)

** The solvency ratio was determined by taking into account the net profit at 30.06.2023 and the budgeted profit for 2024*

- Deposits form customers
- Equity
- TL loans, banks & other
- Subordinated loans

Gross Profit: 2023 evolution vs. 2024 budget (RON mln.)



Ratios:

ROE:

- 24.41% (2023)
- 22.73% (budgeted 2024)

Cost/income:

- 45.60% (2023)
- 49.66% (budgeted 2024)

The budget indicators (income and expenses) for 2024, which we are submitting to the AGM for approval, have been established as follows:

- to support the proposed business objectives;
- to comply with specific prudential and regulatory requirements.

2024 investment budget. Proposal

Investment budget, 2024	mln. RON
Buildings – agencies & branches	78.49
IT investments & cards, of which:	439.12
Hardware IT	54.72
Software IT	236.80
Retail & cards, of which:	147.60
Hardware retail cards	29.84
Software retail cards	117.76
Security	8.77
Cash processing center	34.77
Digital initiatives	54.08
Other	27.82
Total investments (VAT included)	643.05

Distribution of cash dividends

Approval of the distribution of cash dividends from the profit for the year 2023, as follows: the amount of RON 1,000,000,000 from the net profit reserves for the year 2023, the total amount being granted as cash dividends. Approval of a gross dividend/share of RON 1.2521000331.

The directors' remuneration for 2024

Maintaining the directors' remuneration for 2024, including the maximum cap for additional remuneration (fixed and variable) granted to the Board of directors and management.

The registration date and the ex date

Setting the directors' remuneration for 2024, including the maximum cap for additional remuneration (fixed and variable) granted to the Board of directors and management.

Approval of **12 June 2024** as the record date and **11 June 2024** as the ex-date for identifying the shareholders who will benefit from the results of the Ordinary General Meeting and to whom the effects of the resolutions of the Ordinary General Meeting will apply.

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The payment date

Approval of **June 26th, 2024**
as the payment date for the dividend.

The mandates

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.

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Extraordinary General Meeting



Extraordinary General Meeting Agenda



Share capital
increase

1

Buy-Back of own
shares

2

OTP Bank Romania,
OTP Leasing
Romania,
OTP Asset
Management

3

Approval of
registration &
ex-data

4

Payment date
approval for
free shares

5

Mandating the
BOD

6

Increase of the share capital

Increase of the share capital with the amount of RON 1,182,216,130 by issuing 118,221,613 new shares at a nominal value of RON 10/share, establishing a price to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2023, in amount of RON 1,182,216,130, by issuing a number of 118,221,613 shares, with a nominal value of RON 10/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GSM (proposed date **July 19th, 2024**).

The share buyback by the Bank

Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 6,500,000 shares (0.81% of the total shares included in the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 38 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 4 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

Informing shareholders about the acquisition of stakes in the share capital of:

- OTP Bank Romania S.A.
- OTP Asset Management Romania S.A.I. S.A.
- OTP Leasing Romania S.A.,

and the subsidiaries of these entities.

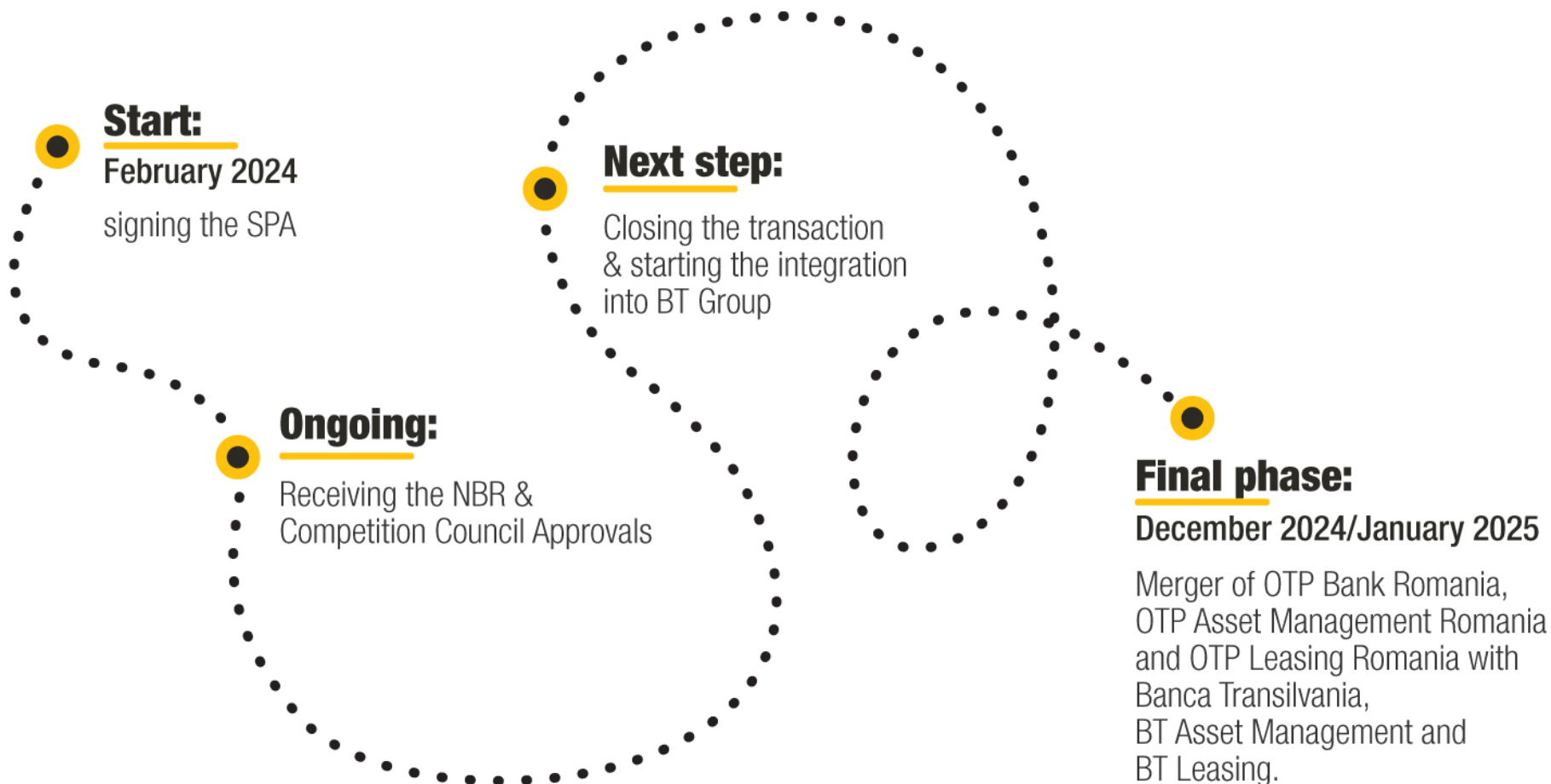




Signing the SPA

Bucharest, February 2024

Acquisition status



The price to be paid: EUR 347.5 mln.

- Universal bank;
- 2,5% market share based on assets (10th place in the Romanian banking sector);
- Over 400,000 retail customers;
- 22,000 SME and corporate clients;
- 1,800 employees;
- 96 branches.

The registration date and the ex-date

Approval of the date of **July 19th, 2024** as the registration date and of the ex-date, **July 18th, 2024**, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.

Payment date for the distribution of shares

Approval of the date of **July 22nd, 2024** as the payment date for distribution of free shares following the share capital increase.



The mandates

Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

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