

**CURRENT REPORT in accordance with Law 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations**

**Date: 25.04.2024**

**BANCA TRANSILVANIA S.A. CLUJ-NAPOCA**

<b>Headquarters:</b>	Cluj-Napoca, Calea Dorobantilor nr. 30-36
<b>Telephone/fax number:</b>	0264/407150/407179
<b>Registry of Commerce registration number:</b>	J12/4155/1993
<b>Individual identification number:</b>	5022670
<b>Subscribed and paid-up capital:</b>	RON 7,986,582,330
<b>Legal Stock Market:</b>	Bucharest Stock Exchange

**1. Important events to report:**

- a) Change of control of the issuer – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency/juridical reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.
- e) Other events: The decisions of the Ordinary and Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 25<sup>th</sup> of April 2024, the Ordinary and Extraordinary General Shareholders' Meetings of Banca Transilvania S.A. Cluj-Napoca took place.

At the Ordinary and Extraordinary Shareholders Meetings shareholders representing 72.07% of the total number of shares with voting right, respectively 573,616,632 of the shares, were present, either in person or by power of attorney.

Following the debates, **The Ordinary General Shareholders' Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. Approval of 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.
2. Discharge of directors for the 2023 exercise.
3. Approval of the revenue and expenditure budget and the investment plan for 2024 (business plan for 2024).

**2024: Incomes and expenses budget:**

INDICATOR	RON Million
Operating Income	7.666
Operating Expenses	(3.807)
Provisions (net)	(328)
<b>GROSS PROFIT</b>	<b>3.531</b>

**2024: Investment Plan for Banca Transilvania:**

- Buildings – agencies and branches: RON 78.49 million
- Investments IT and cards: RON 439.12 million
- Security: RON 8.77 million
- Cash processing center: RON 34.77 million
- Digital initiatives: RON 54.08 million
- Other: RON 27.82 million

**TOTAL INVESTMENT (VAT included): RON 643.05 million**

4. Approval of the distribution of cash dividends from the profit for the year 2023, as follows: the amount of 1,000,000,000 lei from the net profit reserves for the year 2023, the total amount being granted as cash dividends. Approval of a gross dividend/share of 1.2521000331 lei.
5. Maintaining the directors' remuneration for 2024, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
6. Approval of the date of June 12th, 2024 as the registration date and of the ex date – June 11th, 2024, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable.
7. Approval of June 26th, 2024 as the payment date for the dividend.
8. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.

Following the debates, **The Extraordinary General Shareholders Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. 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, as well establishing a price of RON 0 (zero) 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 1,182,216,130 lei, 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).

Sources for capital increase	Sums (RON)
Capitalization of reserves from the net profit of the year 2023	1,182,216,130

Considering the above, each shareholder registered on the registration date, July 19th 2024, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (118,221,613 / 798,658,233)$ .

The purpose of the capital increase is to sustain the current activity of the company.

2. 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.
3. 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. and OTP Leasing Romania S.A., and the subsidiaries of these entities.
4. 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.

5. Approval of the date of July 22nd, 2024 as the payment date for distribution of shares following the share capital increase.
  
6. 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.

**BOARD OF DIRECTORS**

**CHAIRMAN,**

**Horia CIORCILĂ**