

**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETING  
BANCA TRANSILVANIA S.A. CLUJ-NAPOCA  
December 18<sup>th</sup> / (19<sup>th</sup>) 2024**

On the 18<sup>th</sup>/(19<sup>th</sup>) of December the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Banca Transilvania's Headquarters, located in Cluj-Napoca, Calea Dorobanților Street, no. 30-36. The meeting was attended by shareholders and representatives of shareholders, accounting for .....% of the share capital, respectively ..... shares, thus the meeting was held in compliance with the legal and statutory requirements.

After the debates, the **Extraordinary General Shareholders Meeting** adopted the following decisions:

**1.** Approval of the merger by absorption between Banca Transilvania S.A., as the acquiring company, and OTP Bank România S.A. and BT Building S.R.L., as the acquired companies, according to the terms and conditions set forth in the Merger Project, and therefore, the approval of the Merger Project and the documents that have been drawn up in connection therewith, and all the merger effects, such as, but not limited to:

- (i) the dissolution without liquidation of OTP Bank România S.A. and BT Building S.R.L. and the universal transfer of the assets of OTP Bank România S.A. and BT Building S.R.L. to Banca Transilvania S.A. as well as the price of TLV share for right of withdrawal at the value of 21.9836 RON/share, determined in accordance with legally applicable evaluation standards, by an independent evaluator registered with the Financial Supervisory Authority, appointed in accordance with the law;
- (ii) Granting of a mandate to the Banca Transilvania Board of Directors regarding the implementation of the decision approving the merger and the merger itself as indicated in the Merger Project, with the power to decide on: any other items,

dates (including, but not limited to, if applicable, the determination of the ex-date, the registration date or the payment date for the merger procedure or for other procedures linked to the exercise of the rights of shareholders in the context of the merger, including those linked to the right of withdrawal from the company) or events necessary for the completion and implementation of the merger between Banca Transilvania and OTP Bank România S.A. and BT Building SRL.

(adopted with majority of votes, representing ..... of the capital share; the number of valid votes is ....., of which ..... votes **for** and ..... votes **against**; there were ..... **abstentions** regarding this item)

**2.** The granting of a mandate to Banca Transilvania's Board of Directors, with the right of sub-delegation, to take all measures and carry out all administrative, economic, financial or legal operations deemed necessary or appropriate by them so as to implement the decision to approve the Merger and the Merger itself, such as, but not being limited to:

- (i) performing the formalities necessary in order to obtain any approvals from the competent authorities,
- (ii) establishing and performing, as appropriate, the procedures to ensure the exercise of the shareholders' rights in the Merger context;
- (iii) the signing and submission of any documents, notifications, requests necessary or useful for the completion and enforceability of the takeover of the entire assets (patrimony) of OTP Bank România S.A and BT Building SRL as from the effective date of the Merger;
- (iv) representation before the competent Trade Register Offices, the competent Court, the NBR, the FSA, the Central Depository, and any other authorities, legal entities or individuals, as may be necessary.

(adopted with majority of votes, representing ..... of the capital share; the number of valid votes is ....., of which ..... votes **for** and ..... votes **against**; there were ..... **abstentions** regarding this item)

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Horia CIORCILĂ**