

***Information regarding the items of the GMS agenda of
25/(28).04.2025***

Banca Transilvania S.A. informs the shareholders that in connection with the ordinary and extraordinary General Meeting of Shareholders convened for **25/(28) April 2025**, at 12:00 and 13:00 respectively, at BT's registered office located in Cluj-Napoca, Calea Dorobantilor, no. 30 - 36, the **information below is applicable in connection with the proposed agenda, essentially representing explanatory notes in relation to the items on the agenda of the AGM of 25/(28) April 2025.**

For the Ordinary General Meeting:

Point 1.

In addition to presenting for approval the financial statements as at 31.12.2024, audited in accordance with the applicable legal provisions, we also submit to the shareholders the Independent Auditor's Report, as per the applicable legal provisions, including in the present case the issuance of the durability report and ensuring compliance with durability reporting requirements and the Report of the Board of Directors, which are available [here](#), under Consolidated and Separate Financial Statements as at 31 December, 2024.

Point 2.

Given the provisions of Law no 24/2017 on issuers of financial instruments and market operations, namely its Article 107, we submit the 2024 Remuneration Report to the GMS for its advisory vote, as per the proposal from the Convening Notice. For further information on the topic, please refer to the 2024 Board of Directors Report (available [here](#)), together with the 2024 Remuneration Report (available [here](#)).

Point 3.

In view of the legal provisions stipulated in Article 111 para. (2) letter d) of Law no. 31/1990 on companies, we propose the discharge of the directors for the year 2024, as proposed in the convener. For more information on the work of the Board of Directors, please refer to the Board of Directors Report for the year 2024 (available [here](#)).

Point 4.

On this point, please refer to the Board of Directors Report for 2023 (available [here](#)), specifically to the Development Plan for 2025 in its contents. Thus, for investments in 2025, the budget proposal is:

Investment budget for 2025 (RON million)	
Buildings – agencies and branches	122.74
Investments IT and cards, of which:	489.80
<i>Hardware IT</i>	47.41
<i>Software IT</i>	290.66
Retail and cards, of which:	151.72
<i>Hardware retail cards</i>	31.06
<i>Software retail cards</i>	120.67
Cars	11.86
Security	10.68
Cash processing center	10.87
Digital initiatives	162.57
OTP Integration	19.82
Other	14.65
Total Investments RON million, VAT included	842.99

The income and expenditure budget indicators for the year 2025 that are submitted to the approval of the General Meeting of Shareholders are set to support the proposed business objectives and are correlated with the specific prudential and banking supervision rules. The items in the Statement of Financial Position and of the Profit and Loss Account proposed for 2025 are as follows:

Statement of Financial Position (RON million)	Budget proposal 2025
Cash and cash equivalents	31,836
Investment securities	74,246
Loans and advances to customers (gross)	103,880
Loans provisions	(5,883)
Fixed assets	2,346
Equity investments	932
Other assets	2,579
Total assets	209,936
Deposits from customers	170,879
Loans from financial institutions	15,242
Subordinated liabilities	2,405
Other liabilities	5,149
Total liabilities	193,675
Total equity	12,343
Profit/Loss for the year	3,918
Total equity	16,261
Total liabilities and equity	209,936

Profit and Loss Account (RON million)	Budget proposal 2025
Interest income	11,331
Interest expenses	(4,533)
Net interest income	6,798
Net commission income	1,561
Net trading income	984
Contribution to the Guarantee Fund	(100)
Other income	344
Total income	9,587
Personnel expenses	(2,282)
Other operating expenses	(1,511)
Depreciation and amortization	(442)
Other expenses	(120)
Total expenses	(4,356)
Net impairment charges	(543)
Profit before tax	4,688
Income tax	(770)
Net income	3,918

Point 5.

We submit for approval the following allocation scheme for the RON 3,531,677,657 net profit for 2024: RON 207,998,917 accounted as legal reserves and other reserves, RON 3,323,678,740 accounted as allocated net profit reserve, out of which RON 1,589,254,950 as dividends. Approval of a gross dividend/share of RON 1.733295709. For more information on this topic, refer to the section dedicated to the profit distribution proposal in the Board of Directors Report for 2024 (available [here](#)).

Point 6.

In view of the legal provisions stipulated in Article 111 para. (2) lit. c) of Law no. 31/1990 on companies, we propose to maintain the remuneration of directors for the year 2025, including the maximum limit for additional remuneration (fixed and variable) granted to directors and officers, in the amount and with reference to the weighting established by the Resolution of the General Meeting of Shareholders.

Thus, the remuneration for directors for the 2025 financial year will be maintained at the level previously approved by the GMS of 35,000 lei/month for each member of the Board of Directors, respectively 50,000 lei/month for the Chairman of the Board of Directors, as well as a maximum limit of 0.8% of

equity for additional remuneration (fixed and variable) granted to board members and executive officers.

Point 7.

Considering the provisions of Article 106 para. (7), its second thesis, of Law no. 24/2017 on issuers of financial instruments and market operations, namely a stock issuer's obligation to submit its Remuneration Policy to the GMS on at least a four year basis, we propose updating it (given that its current form has been approved during the April 28th 2021 GMS).

The main updates brought to the aforementioned Policy are justified by the Bucharest Stock Exchange Coporate Governance Code entering into force since January 1st 2025 and its provisions regarding the best remuneration practices of management bodies, as long as said practices are compatible with banking best practices. Additionally, the organizational transformations underwent during these past four years have been taken into account when updating the Policy, such as specialization of certain internal functions, both within Banca Transilvania and the entire Banca Transilvania Financial Group, the absorption of other entities, the complexity of European non-financial reporting framework, all of which were correlated with the sheer size of the Group and the diversity of activities undertaken by its composing entities etc.

Point 8.

In view of the provisions of Article 176 of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, the undersigned is required to establish a record date and a correlative ex-date in relation to the identification of shareholders who are to benefit from the rights resulting from the resolutions of the Ordinary General Meeting of Shareholders and on whom the effects of the resolutions of the Ordinary General Meeting of Shareholders shall be passed. In addition, according to Art. 2 para. (2) lit. 1 of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, ex-date refers to the date prior to the record date with one settlement cycle minus one business day, from which the financial instruments subject to the resolutions of the corporate bodies are traded without the rights deriving from such resolution. Ex-dates shall be calculated taking into account the settlement cycle T + 2 business days.

We therefore propose the 16th of June 2025 as the record date and the 13th of June 2025 as the ex-date.

Point 9.

Based on the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations, the maximum limit for the payment of dividends is 6 months from the date of the General

Meeting of Shareholders. Similarly, according to the provisions of Article 178 of FSA Regulation No. 5/2018 on issuers of financial instruments and market operations, in the case of dividends, the General Meeting of Shareholders shall set the payment date on a business day that is no later than 15 business days after the above proposed record date of 16th of June 2025.

We therefore propose the 30th of June 2025 as the dividend payment date.

For the Extraordinary General Meeting of Shareholders:

Point 1.

Our proposal is to allocate from the 2024 net profit to capitalize the bank by increasing the share capital by RON 1,734,423,790 through the issuance of 173,442,379 new shares with a nominal value of 10 lei/share.

Following the registration of the capital increase, we will request the supervisory authority to include the resulting capital instruments in the total Tier I own funds of Banca Transilvania, in accordance with the provisions of art. 26 para. 3 of Regulation 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012. This operation will strengthen the issuer's capital base in line with the prudential provisions applicable to credit institutions. Please note that following the completion of the capital increase operation, each shareholder registered on the record date, 18th of July 2025, will receive free of charge, for every 100 shares held, a whole number of shares calculated according to the formula $100 \times (173,442,379 / 916,879,846)$.

Point 2.

We come with some additional details in relation to this item on the EGMS agenda, concerning the approval of the Bank's repurchase of its own shares, in accordance with the applicable legal provisions, up to 5,000,000 shares at a minimum price equal to the BVB market price at the time of purchase and a maximum price of 38 lei/share, for a maximum period of 18 months starting from the date of publication of the EGMS Decision in the Official Gazette of Romania Part IV, within the framework of a stock option plan in order to implement a remuneration system and run a staff loyalty programme for a period of at least 4 years, as well as the payment of fixed remunerations, respectively granting a corresponding mandate to the Board of Directors for carrying it out.

The above-mentioned repurchase process aims at further implementing a remuneration system in line with applicable national and international legislative requirements and best practices. Thus, this remuneration system aims at implementing legislative requirements on sound remuneration policies and practices as well as an effective risk alignment of remuneration, including in terms of payment in instruments and appropriate means of adjustment. These requirements are implemented through the operation of a stock option plan, in accordance with the provisions of Law No. 227 of 8 September 2015 on the Tax Code, as amended. Under this programme, Banca Transilvania will grant employees and other staff members the opportunity to acquire shares issued by BT free of charge, under the terms of the Stock Option Plan/SOP.

The remuneration system envisages both variable and fixed remuneration payments. We stress that in order to align with the requirements of European and national banking legislation, a significant part of the remuneration paid to senior management must be fixed. In accordance with the legislative provisions in force on sound remuneration policies, the members of the management body in its supervisory function (Board of Directors) will be remunerated exclusively with fixed remuneration precisely in order to adequately address conflicts of interest and to rule out potential incentive-based mechanism depending on the performance of the company (taking into account the European Banking Authority – EBA guidance). At the same time, in the case of listed banks, the EBA recommendation is that remuneration should be composed in a significant proportion of financial instruments, not only cash, thus complying also with the above-mentioned authority's requirements in terms of risk adjustment of remuneration.

As such, all remuneration paid to them is fixed, based on pre-determined criteria, with no incentives for risk-taking, non-dependent on performance and not linked to any long-term performance incentive plans. **No variable remuneration is paid to members of the Board of Directors (including all independent members).**

In any case, shares paid through this plan will be allocated only after a minimum period of one year has elapsed between the time of grant and the time of exercise, as mentioned above. For the purpose of granting variable remuneration, the individual annual performance of the members of the Leaders' Committee as well as of the other beneficiaries is determined in accordance with rules set out in the internal methodology.

In the case of the members of the above-mentioned committee, the rules used to assess annual performance are based on the SMART objectives methodology. These principles are the foundation of the methodology used for the rules for determining the criteria. The performance evaluation criteria take

into account a sufficient period of time to measure actual performance, using criteria that can be quantified, both qualitative and quantitative. A member of the Leaders' Committee shall be assigned including targets related to sustainability and accountability/ESG (as appropriate). The use of such individual performance targets ensures alignment between the Bank's remuneration practices, senior management's interests and overall sustainability and accountability/ESG objectives of the bank. General performance criteria on which the entitlement to shares or other variable components of remuneration is based (cumulative):

- Achievement of the gross profit target in the year for which the valuation is made (for the base part) and/or for the previous year (for the deferred part);
- Maintain optimal liquidity, keeping the value of the immediate liquidity indicator at the limit of the assumed risk appetite for the year for which the assessment is made (for the base part) and/or for the previous year (in the case of the deferred part);
- Maintain a level of solvency (calculated by reference to internal capital) in accordance with the Internal Risk Capital Adequacy Process for the year for which the assessment is made (for the base part);
- The fit of the Bank's overall risk profile with the risk appetite assumed in the year for which the assessment is made (for the base part) and/or for the previous year (for the deferred part).

Furthermore, variable pay is divided into the part granted instantly and the part deferred in terms of vesting. Certain categories of Beneficiaries are entitled to exercise the option to receive free shares for percentages between 40% and 60% of the total variable remuneration, as the part granted instantly. For the deferred difference, the related remuneration is deferred for a period of between 3 and 5 years, the release being subject to the fulfilment of the specific criteria mentioned above for each deferred tranche. The deferred variable remuneration of the Leaders' Committee is subject to a deferral period of 5 years and is appropriately linked to the nature of the business, its risks and the activities of the staff concerned, as follows:

- 1/5 of the deferred variable part will be paid in T+1
- 1/5 of the deferred variable part will be paid in T+2
- 1/5 of the deferred variable part will be paid in T+3
- 1/5 of the deferred variable part will be paid in Q+4
- 1/5 of the deferred variable part will be paid in T+5, where T is the time at which the corresponding part of the variable remuneration awarded is paid immediately.

The deferral period may be extended as decided by the Board of Directors. After the expiry of each deferral period for the members of the Leaders' Committee, a 12-month holding period applies, i.e. a period of time after the vesting of the shares that have been granted as variable remuneration, during

which they may not be sold or accessed without the approval of the Board of Directors. Variable remuneration paid in shares is subject to ex ante and ex post risk adjustments (malus and clawback), in accordance with and within the limits set by the remuneration policy on the Bank's governing body approved by the General Meeting of Shareholders on 28th of April 2021.

Point 3.

In view of the provisions of Article 176 of FSA Regulation 5/2018 on issuers of financial instruments and market operations, the Bank is required to establish a record date and a correlative ex-date in relation to the identification of the shareholders who are to benefit from the rights resulting from the resolutions of the Extraordinary General Shareholders Meeting and on whom the effects of the resolutions of the Extraordinary General Shareholders Meeting shall be passed, including but not limited to the right to benefit from the bonus shares to be issued following the increase in share capital. In addition, according to Art. 2 para. (2) lit. 1 of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, ex-date refers to the date prior to the record date with one settlement cycle minus one business day, from which the financial instruments subject to the resolutions of the corporate bodies are traded without the rights deriving from such resolution. Ex-dates shall be calculated taking into account the settlement cycle T + 2 business days.

We therefore propose the 18th of July 2025 as the registration date and the 17th of July 2025 as the ex-date.

Point 4.

In view of the provisions of Article 178 para. (4) of FSA Regulation No. 5/2018 on issuers of financial instruments and market operations, the undersigned is required to set a payment date that is on the business day following the record date of the corporate event whose outcome is represented by financial instruments, i.e. the first business day following the above proposed record date of 18th of July 2025.

Accordingly, for the above reasons, we propose the 21st of July 2025 as the payment date for the bonus shares to be issued following the share capital increase.