

**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: 27.06.2024**

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

<b>Headquarters:</b>	Cluj-Napoca, 30-36 Calea Dorobantilor
<b>Telephone/fax number:</b>	0264/407150/407179
<b>Registry of Commerce reg. 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:**

Banca Transilvania informs investors that, on June 26, 2024, we have been notified that the shareholder European Bank for Reconstruction and Development – EBRD has decided to initiate an offer for the stake it holds as a shareholder of the issuer Banca Transilvania.

We have annexed the notification mentioned above.

**CHIEF EXECUTIVE OFFICER**  
**ÖMER TETİK**

**CHIEF GOVERNANCE OFFICER**  
**IOANA OLANESCU**



**European Bank**  
for Reconstruction and Development

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, CANADA OR JAPAN.

**Launch of an accelerated bookbuild offering of up to 13,700,000 ordinary shares in Banca Transilvania S.A.**

The EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT ("**EBRD**") announces the launch of an accelerated bookbuild offering of up to 13,700,000 ordinary shares held by EBRD in Banca Transilvania SA (the "**Company**") representing 1.72% in the share capital of the Company (the "**Transaction**").

Citigroup Global Markets Limited and WOOD & Company Financial Services a.s. are acting as Joint Global Coordinators and Joint Bookrunners, and Auerbach Grayson & Company LLC is acting as Joint Bookrunner for the Transaction (the "**Bookrunners**").

The timing for the close of the bookbuild process, pricing and allocations are at the absolute discretion of the EBRD and the Bookrunners.

Important Notices

This announcement is only addressed to and directed at (a) in any Member State of the European Economic Area (the "EEA"), (i) persons who are qualified investors within the meaning of article 2(e) of Regulation 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 (the "Prospectus Regulation"; (ii) fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation; or (iii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation and (b) in the United Kingdom, (i) to legal entities which are qualified investors as defined in the Regulation (EU) 2017/1129 (as amended), as it forms part of domestic law by virtue of the UK European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation").

This announcement does not, and shall not, in any circumstances constitute a public offering. The distribution of this announcement and the sale of the shares in certain jurisdictions may be restricted by law. No action has been taken by the EBRD (or any affiliates thereof) or the Bookrunners (or any of their affiliates) that would, or which is

intended to permit a public offer of the shares in any jurisdiction or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by EBRD and the Bookrunners to inform themselves about and to observe any applicable restrictions.

With respect to the Member States of the EEA and the United Kingdom (each a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of the shares sold by EBRD requiring a publication of a prospectus in any Relevant State. As a consequence, the shares may only be offered or sold in any Relevant State pursuant to an exemption under the Prospectus Regulation. No prospectus or offering document has been or will be prepared in connection with the Transaction. Any investment decision to buy securities in the Transaction must be made solely on the basis of publicly available information. Such information is not the responsibility of and has not been independently verified by the EBRD (or any affiliate thereof) or the Bookrunners (or any of their affiliates)

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.



-----  
Melis Ekmen Tabojer  
Director, EU Banks & Structured Finance