

**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: 28.04.2021**

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

<b>Headquarters:</b>	Cluj-Napoca, no. 8 G. Baritiu Street
<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 5,737,699,709
<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/judicial 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 28<sup>th</sup> of April 2021, 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 67.34% of the total number of shares with voting right, respectively 3,858,553,425 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 proposals for the meeting secretaries and technical secretaries, as follows:  
Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Approval of the annual statutory IFRS financial statements for the 2020 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor.
3. Approval of the net profit distribution in the sum of RON 1,197,304,582 as follows:  
allocation of the sum of RON 197,780,334 for legal and other reserves, of the sum of RON 425,754,277 for net profit reserves.
4. Discharge of directors for 2020.
5. Approval of the revenue and expenditure budget and the investment plan for 2021 (business plan for 2021).

**2021: Incomes and expenses budget:**

INDICATOR	RON Million
Operating Income	4,149
Operating Expenses	(2,043)
Provisions (net)	(590)
<b>GROSS PROFIT</b>	<b>1,516</b>

**2021: Investment Plan for Banca Transilvania:**

- Buildings – agencies and branches: RON 64.60 million
- Investments IT and cards: RON 234.49 million
- Security: RON 11.77 million
- Cash processing center: RON 14.95 million
- Digital initiatives: RON 46.86 million
- Other: RON 28.21 million

**TOTAL INVESTMENT (VAT included): RON 400.88 million**

6. Maintaining the directors' remuneration for 2021, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
7. Approval of the remuneration policy regarding the management body of the Bank.
8. Approval of the date of June 11th, 2021 as the registration date and of the ex date – June 10th, 2021, 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.

9. 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. Approval of the proposals for the meeting secretaries and technical secretaries, as follows:  
Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Increase of the share capital with the amount of RON 573,769,971 by issuing 573,769,971 new shares, at a nominal value of RON 1/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 2020, in amount of RON 573,769,971, by issuing a number of 573,769,971 shares, with a nominal value of RON 1/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.

Sources for capital increase	Sums (lei)
Capitalization of reserves from the net profit of the year 2020	573,769,971

Considering the above, each shareholder registered on the registration date, September 10<sup>th</sup> 2021, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (573,769,971 / \text{RON } 5,737,699,709)$ .

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

3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 35.000.000 shares (0.61% of

the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3.5 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 3 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.

4. Moving the registered headquarters of Banca Transilvania to Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj County, Romania and the amendment of art. 4 of the Articles of Incorporation of the bank accordingly, as follows:

*The Bank's registered headquarters is in Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj county, Romania. It can be changed elsewhere in Romania by the decision of the General Meeting of Shareholders, according to the law. The Bank will be able to establish branches, units and offices, in any locality in the country and abroad, in accordance with the provisions of the law.*

5. Approval of the date of September 10th, 2021 as the registration date and of the ex-date – September 9th, 2021, 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.
6. Approval of the date of September 13th, 2021 as the payment date for distribution of shares following the share capital increase.
7. 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**