

## CONVENING NOTICE

The Board of Directors of Banca Transilvania S.A. is convening the **Ordinary General Meeting of Shareholders**, for the date of **September 08<sup>th</sup>, 2021**, at 14:00 hours, at BT headquarters, Calea Dorobantilor no. 30-36, for all the shareholders registered with the Shareholders' Register at the end of the day of **August 30<sup>th</sup>, 2021** (i.e., the reference date – only the shareholders registered by the reference date may participate and exercise their votes in the GMS) with the following **Agenda**:

### **For the Ordinary General Meeting:**

1. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Approval of dividend distribution from the profit of 2020 as well as the reserves of the previous years as follows: allocation of the sum of RON 74,245,723 from the net profit reserves accumulated in 2019 as well as the sum of RON 425,754,277 from the net profit reserves accumulated in 2020, thus the total sum of RON 500,000,000 being distributed as cash dividends. Approval of a gross dividend per share of RON 0.07922085114 (considering the share capital at the registration date).
3. Approval of the date of **September 23<sup>rd</sup>, 2021** as the registration date and of the **ex-date** – **September 22<sup>nd</sup>, 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.
4. Approval of the date **October 06<sup>th</sup>, 2021** as the payment date for the distribution of dividends.
5. 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, being able to perform any acts or deeds will be necessary, in order to carry out the decisions of the Ordinary General Shareholders Meeting.

If, at the first convening, the legal and statutory quorum is not met, the ordinary general meeting will take place on **September 09<sup>th</sup> 2021**, at 14:00 hours, at the above-mentioned venue, with the same agenda and the same reference date.

**Important information regarding the impact of the COVID-19 pandemic**

Given the evolution of the epidemiological situation caused by the spread of the SARS-CoV-2 coronavirus as well as the limitations on gatherings, in order to protect its shareholders as well as other participants, Banca Transilvania wants to limit, as much as possible, within the legislative framework. currently applicable, human interactions in connection with the Company's corporate events, including general meetings of shareholders.

In this regard, the Company strongly recommends to the shareholders to use the electronic/remote means of interaction in relation to the Ordinary General Meeting of the Shareholders, such as:

1. accessing the materials related to the Ordinary General Meeting of the Shareholders and, on electronic format, rather than in physical copy (on paper), sent by post, courier service or personally at the Company's headquarters. All the materials related to the items on the agenda of the Ordinary General Meeting of Shareholders will be available on the Bank's website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)), as mentioned in the present convener;

2. the transmission by the shareholders (i) of the proposals regarding the introduction of new items on the agenda, or, as the case may be, the presentation of draft resolutions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders as well as (ii) the questions regarding the Ordinary General Meeting of the Shareholders by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), according to those mentioned in the present convener, rather than by post, courier services or personally at the Company's registry office;

3. the transmission by the shareholders of the GPAs or, as the case may be, of the SPAs by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), according to those mentioned in the present convener, rather than by post, courier services or personally at the Company's registry office;

4. voting by correspondence and, preferably, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, in respect to the instructions described below in the present convener, rather than by post, courier services or personally at the Company's registry office.

Given the extreme conditions caused by COVID-19, it is preferable that the Ordinary General Meeting of the Shareholders be carried out without the physical participation of the shareholders (except for the meeting secretaries and the technical secretaries), of course with respect of the rights of the shareholders. In this regard, a separate item was included on the agenda of the Ordinary General Meeting of Shareholders concerning the election of the meeting secretaries and the technical secretaries, so that they could be elected by correspondence vote.

Depending on the evolution of the situation caused by COVID-19, between the moment of publication of this convening notice and the date of holding the Ordinary General Meeting of Shareholders, we will take the appropriate measures, required or imposed by the authorities, with the appropriate notification of the shareholders of the Company. We also inform you that, if the current restrictions regarding the limitation of the number of participants to events held in confined spaces will be maintained, Banca Transilvania SA will have to apply additional measures for the application of these legal requirements.

Last but not least, we would like to point out that participating in public events/meetings (which comply with the possible limits imposed by the authorities at that time) exposes the participants to a possible contamination with SARS-CoV-2 coronavirus, and the Company and / or its management could not be held responsible for such risk.

### **GMS Documents:**

The convening notice, the documents to be debated as well as the GMS resolution draft are available, starting with August the 8th, 2021, on the web page of the bank: ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)) or can be obtained by means or forms provided by the legislation in force, at the request of interested shareholders, sent to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro). The address of the company's registry is Cluj-Napoca, Calea Dorobanților no. 30-36, Cluj County, Romania. Any correspondence relating to the GMS (including the communication of

GPA's and correspondence voting ballots, together with the related documentation) must be sent to the registry address indicated above.

The share capital of Banca Transilvania is composed of 5,737,699,709 shares, each share conferring the right to express one vote within the GMS.

### **Shareholders' proposals regarding the GMS:**

One or more shareholders having at least 5% of the share capital, individually or jointly, are entitled:

- to introduce new topics on the agenda (provided that each topic is accompanied by a justification or a draft decision proposed to be approved by the general meeting and; such proposal has to be sent to the bank not later than 15 days from the date of publication of the convening notice in the Official Gazette);
- to present draft resolutions for the topics on the agenda or proposed to be included on the agenda of the general meeting (such proposals will be written and sent to the bank not later than 15 days from the date of publication of the convening notice in the Official Gazette).

If appropriate, the revised agenda will be republished by August 28<sup>th</sup>, 2021, according to the law.

The shareholders' proposals and the documents attesting the fulfilment of conditions to exercise the rights mentioned above will be sent as follows:

- through a handwritten document in original sent by post or courier service to the company's registry. The document must be sent in an envelope on which the following is written clearly: "For the General Meeting of Shareholders of the 08/09th of September 2021".
- through a document signed with an extended electronic signature according to the Law no. 455/2001 regarding electronic signatures – sent to [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject: "For the General Meeting of Shareholders of the 08/09th of September 2021".

### **Questions regarding the GSM:**

The shareholders can submit questions in writing regarding the topics on the agenda together with acts enabling the identification of the shareholder, so that they may reach the registry of the company by September 03<sup>rd</sup>, 2021, at the latest.

The shareholders' questions, along with the related documents, mentioned in this convener may be sent in writing either by post or courier service to the company's registry, in an envelope clearly indicating "For the General Meeting of Shareholders of the 08/09th of September 2021", either by electronic means, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature (at the address: [actionariat@btrl.ro](mailto:actionariat@btrl.ro)), with the subject "For the General Meetings of the Shareholders of 08/09th of September 2021".

The bank may also reply by posting the answers on the bank's website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)), Investors' Relations Section, FAQ Tab.

### **Participation in GSM:**

The reference date is August 30<sup>th</sup>, 2021. Only shareholders registered on that date with the Shareholding Register held by the Central Depository will be able to participate and vote in the general meetings.

Shareholders may participate in the general meetings directly (through legal representatives), may be represented by other persons according to the law or may vote by correspondence.

The access of shareholders in the GSM or vote via correspondence is allowed through the direct identification of the individual by an identification document - ID (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens), for natural individuals. For companies, the ID of the legal representative (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens) must be provided. The quality of the legal representative of a shareholder-company or other entities without legal personality will be determined in accordance with the list of shareholders at the reference, received from the Central Depository or by the participants defined in accordance with the applicable law which provide custody services: a) the account statement which verifies the position of shareholder as well as the number of share held; b) the documents which attest the registration of information regarding the legal representative from the Central Depository/ other participants.

Should the legal representative of the shareholder-company not be mentioned in the shareholders' list at the reference date, then the quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

The representative of the shareholder-individual must provide proof of identity (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens) as well as a special or general power of attorney signed by the shareholder-individual.

The conventional representative of the shareholders-companies will provide the following proof of identity: identification document of the representative (Identity card or legal equivalent for Romanian citizens or passport/proof of residency for foreign citizens) together with special and general power of attorney signed by the legal representative. Information on power of attorney, general or specific, as well as voting by correspondence are mentioned below.

The documents presented in a foreign language other than English (except for identity documents valid in Romania) shall be accompanied by a translation made by a sworn translator in Romanian or English.

### **General Power of Attorney**

Before their first use, general power of attorney shall be submitted / sent, in copy, containing the phrase “identical with the original” and with the signature of the representative so that the documents are received at the registry of the company until September 3<sup>rd</sup>, 2021, 17:00 (Romanian time), in an envelope clearly indicating “For the General Meeting of Shareholders of the 08/09th of September 2021”.

General Power of Attorney (GPA) in a certified copy will be retained by the Company, having made mention of this in the minutes of the general meeting. General Power of Attorney is valid for a period which may not exceed three years.

The GPA can be sent by e-mail with the extended electronic signature, according to Law. 455/2001 on electronic signature, as amended and supplemented, so it may be received at the registry of the Company until September 3<sup>rd</sup>, 2021, 17:00 (Romanian time), at [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject “For the General Meeting of Shareholders of the 08/09th of September 2021”.

To validate the mandate, the agent (conventional representative) must be either an intermediary or a lawyer and the shareholder is their client. Also, the agent must not be a situation of conflict of interest, such as:

- the agent is the significant shareholder of Banca Transilvania SA or an entity controlled by such shareholder;

- the agent is a member of the management body of Banca Transilvania, a significant shareholder or entity controlled by such shareholder;
- the agent is an employee or an auditor of the company or of a significant shareholder or entity controlled by such a shareholder;
- the agent is a spouse, relative or in-law up to the fourth degree of one of the individuals mentioned above.

The power of attorney cannot be transferred to another person. If the representative is a legal entity, it may exercise its mandate through any person that is part of its governing body or its employees (through proof of quality of representation).

Along with GPA, the shareholders will send the company proof that the agent is either an intermediary or a lawyer and the shareholder is a client thereof.

Also, individual shareholders will send copy of the proof of their identity.

The documents presented in a foreign language other than English (except for identity documents valid in Romania) shall be accompanied by a translation made by a sworn translator in Romanian. Verification and validation of the GPA submitted to the Company will be conducted by the technical secretaries designated in accordance with the law, who shall safeguard the documents.

### **Special Power of Attorney (SPA) and correspondence voting ballots**

1. The documents necessary for individual shareholders to attend the GSM are:

- an identification document, if the shareholder attends the meeting in person;
- a special power of attorney in accordance with the law and the identification document of the representative, if the shareholder is represented by another person;

2. The documents necessary for shareholders - companies to attend the GSM are:

- The quality of the legal representative of a shareholder-company or other entities without legal personality will be determined in accordance with the list of shareholders at the reference, received from the Central Depository or by the participants defined in accordance with the applicable law which provide custody services: a) the account statement which verifies the position of shareholder as well as the number of share held; b) the documents which attest the registration of information regarding the legal representative from the Central Depository/ other participants.

- Should the legal representative of the shareholder-company not be mentioned in the shareholders' list at the reference date, then the quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

- Beside the aforementioned document proving the legal representative status of the person signing the power of attorney, the person delegated with representation competence must also present, in accordance with the law, the special or general power of attorney signed by the legal representative of the respective legal entity.

Starting with August 08<sup>th</sup>, 2021 the special power of attorney forms, respectively those for exercising the right to vote by correspondence will be available at Banca Transilvania's Head Office and the bank's branches/agencies in the country or can be downloaded from the bank's website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)), in both Romanian and English.

After filling in and signing the power of attorney forms, under the sanction of losing the voting right, a copy is to be filed with / sent to the company's registry by September 3<sup>rd</sup>, 2021 (in an envelope mentioning "For the General Meeting of Shareholders of 08/09th of September 2021"), another copy will be given to the authorized person and the third will remain with the shareholder. The power of attorney will be accompanied by a copy of the identification document of the individual shareholder /legal representative of the shareholder-company and for legal entities by an official document certifying the quality of legal representative mandated to sign the power of attorney. The special power of attorney should include the information provided in the special power of attorney form provided by BT specifying the vote for each item on the agenda.

The power of attorney, together with the related documents, mentioned in this convener, may also be transmitted electronically, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject "For the General Meetings of the Shareholders of 08/09th of September 2021".

Credit institutions that provide custody services for the bank's shareholders may sign and transmit the GPAs / SPAs by mail on behalf of their clients, based on the rights conferred onto them by the custody contracts as well as the exact voting instructions received from customers for such a GSM.



In this case, the SPAs/ correspondence voting ballots shall be accompanied by an affidavit issued by the credit institution which received the power of representation by the SPA, which establishes that:

- (a) the credit institution provides custody services for said shareholder;
  - (b) the instructions contained within the power of attorney) are identical to the instructions from the SWIFT message received by the credit institution in order to vote on behalf of the shareholder.
- The SPAs /correspondence voting forms and the before mentioned affidavit issued by the credit institution that received power of representation through the SPA must be submitted at the company's registry in original, signed, as appropriate, or transmitted by e-mail to [actionariat@btrl.ro](mailto:actionariat@btrl.ro) without the fulfilment of other formalities related to the form of these documents, within the deadlines mentioned above.

The shareholders registered on the reference date may vote by correspondence, before the General Shareholders Meeting, using the voting form put at their disposal on the bank's web site or at Banca Transilvania Head Office, starting with August 8<sup>th</sup>, 2021. The correspondence voting form can be sent with the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, accompanied by the copy of the identity document (for individual shareholders) or of the registration certificate of the shareholder (for shareholders-companies), according to the law, to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject "For the General Shareholders Meeting of 08/09th of September 2021" at the latest on September 3<sup>rd</sup>, 2021, at 17.00 (Romanian time), or original, at the Company's registry. The correspondence voting form legalized by a public notary and a copy of the identification document (for individual shareholders) or shareholders' registration certificate (for shareholders-companies) will be transmitted in original form to the Company's registry by September 3<sup>rd</sup>, 2021, 17:00 (Romanian time) at the latest, stating clearly on the envelope "For the General Meeting of Shareholders of the 08/09th of September 2021".

Centralization, verification and custody of the correspondence voting ballots, as well as the verification and validation of the powers of attorney submitted to the company will be conducted by the technical secretaries named in accordance with the law, who shall safeguard the documents, as well as the confidentiality of the votes already cast until the time of the vote on the individual topics recorded on the GSM agenda.

Additional information can be obtained at the Bank's headquarters or on the phone 0374.546.289,  
between 9:00 – 17:00.

BOARD OF DIRECTORS CHAIRMAN,  
Horia CIORCILA