

CURRENT REPORT in accordance with the C.N.V.M. Regulation no. 1/2006

Date: 26.04.2017

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters: Cluj-Napoca, no. 8 G. Baritiu Street
Telephone/fax number: 0264/407150/407179
Registry of Commerce registration number: J12/4155/1993
Individual identification number: 5022670
Subscribed and paid-up capital: 3.646.047.792 lei
Legal Stock Market: Bucharest Stock Exchange

1. Important events to report:

- a) Change of control of the company – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency procedure – not applicable.
- d) Other events: The decisions of the Ordinary and Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 26th of April 2017, 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 58.56% of the total number of shares with voting right, respectively 2,125,322,366 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 annual statutory IFRS financial statements for the 2016 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.**

2. Approval of the net profit distribution in the sum of 1.228.440.318 lei as follows: allocation of the sum of 314.052.189 lei for legal and other reserves, of the sum of 914.388.129 lei for net profit reserves to be distributed, of which 219.000.000 lei will be paid as dividends.

A gross dividend per share of 0,0600650382 lei was approved.

3. Discharge of administrators for the 2016 exercise.
4. Approval of the revenue and expenditure budget and the investment plan for 2017 (business plan for 2017).

INDICATOR	LEI Million
Operating Income	2.925
Operating Expenses	1.245
Provisions (net)	665
GROSS PROFIT	1.014

2017: Investment Plan for Banca Transilvania:

- Branches + buildings: LEI 103 million
- Investments IT and cards: LEI 170 million
- Security: LEI 37 million
- Miscellaneous: LEI 54 million
- **TOTAL INVESTMENT (VAT included): LEI 364 million**

5. Maintaining the directors' remuneration for 2017, as well as setting a maximum cap of additional remunerations (fixed and variable) granted to directors and managers at 0.5% of shareholders' equity.
6. Election of **Mirela Ileana Bordea** as director of Banca Transilvania for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018).
7. Approval of the date of **August 4th, 2017** as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date – **August 3rd, 2017**.
8. Approval of the date of **August 10th, 2017** as the payment date for dividend distribution.
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. Increase of the share capital with the amount of **695.388.129** lei by issuing **695.388.129** new shares, at a nominal value of 1 leu/share as well the determination of the price at the value of 0 (zero) lei at which the fractions of shares will be compensated following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions.

The increase in the share capital will be carried out through capitalization of reserves from the net profit of the year 2016 in amount of 695.388.129 lei, by issuing a number of 695.388.129 lei, with a nominal value of 1 leu/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 2016	695.388.129

Considering the above, each shareholder registered on the registration date, August 4th 2017, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (695.388.129 / 3.646.047.792)$ lei).

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

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions:

Maximum **25.000.000** shares (0.6856% 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.

- 3.** Approval of the date of **August 4th, 2017** as the registration date and of the ex-date – August **3rd, 2017**.
- 4.** Approval of the date of **August 7th, 2017** as the payment date for distribution of shares following the share capital increase.
- 5.** 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