



Annual Report pursuant to CNVM Regulation no. 1/2006 Annex 32, as subsequently amended

For the financial year: 2014

Report date: 27.03.2015

The name of the company: BANCA TRANSILVANIA S.A.

Registered office: CLUJ-NAPOCA str.G. Baritiu nr.8

Phone/fax no.: 0264.407.150 ; 0264.407.179

Tax identification no. with the Trade Registry: RO5022670

Registration no. with the Trade Registry: J12/4155/1993

The regulated market on which the issued securities are traded: the Bucharest Stock Exchange

Registered capital subscribed and paid: 2,608,623,861 RON

Main features of the securities issued by the company:

- 2,608,623,861 NOMINAL SHARES with a par value of 1 RON/share.

1. Analysis of the Bank's Activity

a) Description of the bank's main activity:

Banca Transilvania S.A. is a public joint stock company, with its registered office in Cluj-Napoca, str. G. Baritiu, nr. 8, Cluj county.

The bank operates pursuant to Law no.31/1990 on companies and the Government Emergency Ordinance No. 99/2006 on credit institutions and capital adequacy (as subsequently amended). According to Article 6 in the bank's Articles of Association, its fields of activity may be summarized under the term of banking activities.

b) The bank's establishment date:

Banca Transilvania S.A. is a joint stock company incorporated in Romania and registered with the Trade Registry under no. J12/4155/1993 with the tax identification no. RO5022670. On 16.12.1993 the bank was registered with the Trade Registry, while on 18.02.1999 with the Bank Register under no. RB-PJR-12-019.

c) Significant mergers and reorganizations of the bank, its subsidiaries or controlled

companies during the financial year:

BT is a joint-venture banking institution (with foreign and domestic shareholders). The European Bank for Reconstruction and Development (EBRD) is a significant shareholder as of 20.12.2001, owning 14,33% of the share capital, as at 31.12.2014.

Banca Transilvania is the main company in the BANCA TRANSILVANIA Financial Group, and follows a policy of expanding the range of financial services provided to its clients. The Group operates in the financial sectors, such as banking, investment management, consumer financing, leasing and security trading. The entire range of financial products, including banking products and the products offered by the subsidiaries of the Group, are provided to the clients through a unique distribution network integrated under the BT logo.

The group subsidiaries in which BT holds direct and indirect participations are: BT Leasing Transilvania IFN S.A. , BT Securities S.A. , BT Direct IFN S.A. , BT Building SRL , BT Investments SRL , BT Asset Management SAI S.A. , Compania de Factoring SRL , BT Solution Agent de Asigurare SRL , BT Safe Agent de Asigurare SRL , BT Intermedieri Agent de Asigurare SRL , BT Operational Leasing S.A, BT Leasing MD SRL (Moldova) , BT Asiom Agent de Asigurare SRL , Transilvania Imagistica S.A. and Improvement Credit Collection SRL.

The bank holds over 50% of the shares in two investment funds it consolidates: BT Invest and BT Invest1.

The activity of the subsidiaries and the bank's percentage of participation in the subsidiaries is presented in the Financial Statements.

d) Description of the acquisitions and/or sales of assets:

In 2014 Banca Transilvania opened a subunit (BT ROMA) and closed 5 subunits.

The gross value of investments in the group at the end of 2014, according to the International Standards for Financial Reporting adopted by the European Union, increased by 1% in 2014 vs. 2013, respectively from 115.96 million RON to 116.86 million RON.

In 2014 the share capital of Improvement Credit Collection was increased by the direct participation of Banca Transilvania with 900 thousand RON, thus reaching 99.89%.

In the last quarter of 2014 a contract was signed to take over 100% of the Volksbank stocks. As a result, it is expected to increase the retail segment by approx. 190,000 clients.

e) The main results of the assessment of the bank's activity:

The external auditor of the bank - KPMG Audit SRL - audited the financial statements of the bank as at December 31, 2014.

According to the audit opinion, the financial statements reflect in all significant aspects the bank's financial position, the individual result and cash flows in conformity with the International standards of Financial Reporting endorsed by the European Union.

In 2014 the Internal Audit Department audited 29 branches including related agencies, 172 agencies, HQ departments and 8 subsidiaries, covering the whole audit plan proposed for the year 2014. The general objectives of the 2014 audit focused mainly on risk management as well as the assessment of the overall control system implemented on transactions and / or processes / flows, covering the entire range of risks. The evaluation of the control system was performed according to the Internal Audit Statute and the International Audit Standards.

The results of the bank's assessment are presented in KPMG's Independent Auditor's Report, attached hereto.

1.1.1. General items of the assessment for the financial year ended 31 December 2013

Banca Transilvania recorded very good results in 2014. The individual financial statements prepared in accordance with the International Financial Reporting Standards adopted by the European Union (NBR's Order no. 27/2010 as subsequently amended and supplemented) are presented below:

▪ Gross profit	505.05 million RON
▪ Net profit	434.33 million RON
▪ Total Assets	35,619.51 Million RON
▪ Solvency ratio	17.32% (15.24% without including profit)
▪ Return on capital (ROE)	12.98%
▪ Market share in terms of assets	9.78%
▪ Liquidity ratio according to NBR regulations	between 2.77 and 22.57

on the 5 maturity bands

1.1.2. Assessment of the Bank's Technical Level

The territorial network of Bancii Transilvania S.A. as at 31 December 2014 includes 538 open functional units (without the HQ), compared to 542 open functional units at 31 December 2013.

At the end of 2014 the Bank had a number of 929 operational ATM's and 21,159 POS's installed. The total number of cards issued by BT as at 31 December 2014 was 2,346,194.

Description of the main products supplied and/or services rendered:

The offer of Banca Transilvania has expanded during the current financial year with products, services and campaigns aimed at individuals and companies, and one of the objectives attained this year by BT was the launching of solutions designed to effectively and continuously support its client's activities.

RON operations

- cash operations;
- settlement operations;
- current accounts;
- deposits;
- loans to companies and individuals;
- letters of guarantee;
- payments through the Direct Debit and Standing Order systems;
- the BT Ultra-Multicash electronic service
- the Internet Banking BT 24 service
- the electronic customs payment confirmation service (Vama On-Line)
- the Trezo Direct service;
- the Voice Teller and Fax Teller automatic services for banking services;
- depositing and keeping treasureable objects and other treasureable valuables in the treasury;
- economic and financial consultancy, technical support, services at the Office of Payment Incidents;
- services at the Bureau of Banking Risks;
- information on exchange rates applied for the previous period;
- operations with treasury bills;
- card operations in RON;
- factoring ;
- mobile banking, Phone Banking, etc.

FX operations

- operations on the FX market;
- deposits;
- loans to companies and individuals;
- cheque operations;
- payment order operations;
- operations with documentary letters of credit (export and import);
- incasso operations;
- guarantee based operations;
- submission of letters of credit, letters of guarantee, amendments, investigations (Swift commissions);
- transfer of FX amounts (Western Union);
- visa fee payment;
- BT Money Connect;
- FX card operations, etc.

In addition to the above data related to the description of the products, we would like to point out the following:

a) the main markets for each product and service, as well as the methods of distribution are the domestic and international banking markets;

The entire range of financial products, including banking products and the products offered by the subsidiaries of the Group, are provided to the clients through a unique distribution network integrated under the BT logo.

b) the weight of each product or service type in the bank's revenues and total turnover are presented in the Report from the Board of Directors of Banca Transilvania S.A., attached hereto;

c) the new products and services considered for which a substantial volume of assets will be allocated in the next financial year, are those related to:

- the contactless issuance of cards;
- focus on co-financing projects with EU funds;
- addition of new features to Internet Banking and Mobile Banking, such as the BT Asset Management investment funds, acquisition of vignettes;
- launching of product and service packages for contractors.

1.1.3. Assessment of the technical and material supply activities (domestic and foreign sources)

This item is not significant for the bank.

1.1.4. Assessment of the sales activity

As at 31.12.2014 the evolution of the sequential sales on the domestic and/or foreign market and the medium and long term sales perspectives, as well as the competition in the bank's field of activity, the market share of the products and services of the bank and of its main competitors is as follows:

BUSINESS LINES PERFORMANCES IN 2014

CLIENT BASE EVOLUTION:

The number of active clients per business lines increased in 2014 by 7% as compared to the previous year, being structured as followed:

Active BT clients	31.12.2014	31.12.2013	2014/2013
Corporate*	9,840	9,336	5%
SME*	165,993	152,174	9%
Retail	1,718,191	1,602,771	7%
TOTAL	1,894,024	1,764,281	7%

** The classification of the legal persons into the category of large companies or SME's is regulated by internal rules setting the conditions for the classification of clients per business segments.*

CORPORATE BANKING

In 2014 the corporate business line developed an efficient activity having a constant growth both in loans balance and account movements made by corporate and large corporate clients. The corporate loan portfolio grew by 1% in 2014 from the previous year, reaching a loan volume of 9,975 million RON, despite a higher credit balance in off-balance and provisions in proportion of 100% for bad loans. The resources raised from corporate clients by the end of 2014 were 35% higher than those in 2013, reaching 7,833 million RON. On 31 December 2014, the Corporate business line had a portfolio of 9,840 active clients. A total of 7,800 new loans to corporate clients were awarded.

SMALL AND MEDIUM ENTERPRISES (SME's):

On 31.12.2014, the number of active SME clients was 165,993 which is 9% higher than in 2013. The resources generated by the SME business line increased by 24% in 2014, reaching 3,617 million RON. The SME loan portfolio was 2,579 million RON at the end of 2014, which is 4% higher than in the previous year (despite the bad loans recorded in off-

balance and provisions in proportion of 100%). More than 18,200 new loans were granted in 2014 totalling over 1.8 billion RON. The campaign launched in February 2014 named “All for SME’s”, which consisted in offering a payment free period of 3 months for new products, brought the bank more than 6,800 new SME clients.

EVOLUTION OF BUSINESS SECTORS

The business sectors had a very dynamic development in 2014, contributing substantially to the increase both in balance of loans to companies and the account movements as well as non-credit products accessed by clients as follows:

The *Healthcare Department* reached a balance of 973 million RON, which is 8% higher than in 2013 with 2,605 new loans granted to medical offices.

The *Agribusiness sector* recorded an exponential growth of 80% vs. 2013, reaching a credit balance of over 1.4 billion RON in total 1,940 loans granted last year.

The year 2014 was very good for European co-financing, which increased by 114% vs. 2013, reaching over 531 million RON.

Financing in the factoring system totalled almost 1 billion RON, which is 19% higher than in 2013.

The Transaction Banking Department in 2014 brought a 17% increase to total income from operations in all business lines for companies.

RETAIL BANKING

In 2014 the retail area brought consistent growth for the bank, value of total retail loans being 2,099 million RON. The loans related to this segment increased BT retail investments by 10% vs. the previous year, reaching 7,467 million RON. The resources from retail clients in 2014 amounted to 18,595 million RON, which is 9% higher than the level recorded in 2013 (17,079 million RON).

In 2014 BT consolidated its third position as a card issuer both in the number of cards (2,346,194) and volumes, where its market share reached 17.9%. The card portfolio increased by 21% in the last 12 months. The Star BT program increased transactions with retailers on credit cards by 58% in 2014 vs. 2013.

The bank collaborated with more than 450 retailers using e-commerce.

The BT 24 internet banking rose by more than 33% to reach a number of almost 520,946 clients in 2013. The number of clients using mobile banking BT24 rose from 58,000 in the previous year to more than 83,000 clients on 31.12.2013.

TREASURY:

Due to higher liquidities on financial markets and considerable growth in volumes traded on stock market (bonds, T-bills), the bank managed to fructify such opportunities by increasing both its holdings with 21.40% and the income from these activities by 66.40% vs. the previous year.

Due to increase of treasury operations the FX volume activity was raised by 12% over the level of previous year and the number of operations was higher with 21% than previous year.

The treasury activity increased in 2014 primarily based on higher operations volume with fixed income instruments, so the AFS portfolio increased by 21%.

OPERATIONAL / IT PERFORMANCES:

The objectives proposed and achieved in 2014 were:

- The first module of the CRM Oracle-Siebel application was implemented in April 2014. The second module of the application dedicated to loans for companies is expected to be implemented in the second half of 2014;
- Centralization of processing attachments;
- Implementation of new solutions for centralized management of overdue amounts collection;
- In-house issue of contactless cards;
- Issuing PINs for card activation via SMS;
- Implementation of the SEPA settlement module in relation with Transfond both in RON and EUR for the bank in Italy.

HUMAN RESOURCES:

With regard to the career plan, several programs for personal training and development were organized in 2014.

- Sales and negotiation programs for staff in business lines (more than 2,500 attendees) and sales management programs for managers (more than 700 attendees);
- Programs for credit analysis and flows for staff in business lines (more than 900 attendees);
- Programs for new employees in operations (300 attendees);

- Programs for CRM Siebel and Capone debt collection applications in daily business (1,600 attendees);
- Various programs for HO staff such as Project Management Complete Guide (72 attendees) and Essential of Business Analysis (31 attendees);
- Training on IFRS issues with focus on new standards that will come into operation as well as some aspects of interest (70 attendees).

FINANCING SOURCES

Under the Operational Programme “Increase of Economic Competitiveness,” co-financed by the European Regional Fund for Development, Banca Transilvania granted JEREMIE loans (Joint European Resources for Micro to Medium Enterprises) in amount of 11 million euros. The European Investment Bank and the European Commission hold the majority capital in the European Investment Fund. Its mission is to support SME’s by facilitating their access to financing through banks and non-banking financial institutions.

- Banca Transilvania supplemented with 8 million EUR the Jeremie financing in 2014;
- The Bank signed a contract with BEI in value of 150 million EUR;
- A new financing agreement with EBRD - ROSEFF was signed in value of 15 million EUR;

Evolutions of the balance sheet in 2014

Balance-sheet assets BT ended the year 2014 with total assets amounting to 35,619 million RON, which is 11% higher than those at the end of 2013. The largest increase as compared to 2013 was recorded in assets available for sale, i.e. 21.4%, followed by loans to clients, which increased by 4%. The bank’s balance-sheet assets provided in the budget for 2014 were 34,348 million RON. The Bank exceeded this target by 4%.

The loan portfolio In 2014 Banca Transilvania granted 146,000 new loans in total value of 9,095 million RON. The lending policy in BT is prudential, with a focus on risk dispersion, keeping its structure mainly in RON, with 65% of the total loans to companies and 35% loans to individuals. In 2014 the loan portfolio grew, on 31 December its balance being 4% higher than that in the previous year. Banca Transilvania continued its portfolio diversification strategy, both in respect of sectors and groups of borrowers.

The structure of the loan portfolio as at 31.12.2014 is:

- by types of currencies: 71.53% in RON; 28.47% in FX;
- by types of business: 15.01% trade; 30.80% industries; 14.86% services; 37.30% households; 2.03% others;

- by maturity terms: 37.34% short term; 20.33% medium term; 42.33% long term.

The non-performing loans PAR>90 days represent 10.87% of the total loan portfolio as at December 31, 2014 as compared to 12.57% at the end of 2013, continuing to be under the average of the banking system in Romania.

In line with the NBR recommendations, in 2014 the bank wrote off loans with a debt service over 360 days, fully covered by impairment adjustments in amount of 759 million RON.

Provision balance: Despite the fully provisioned loans taken in off-balance sheet, in 2014 BT recorded net expenses with provisions for assets and commitments in amount of 667 million RON. The coverage degree of non-performing loans with mortgage guarantees and related provisions represented 126.8%. The balance of provisions represented 12.5% of total loans and increased from 2,493 million RON in 2013 to 2,503 million RON at the end of 2014.

Cash and cash equivalents. At the end of 2014, the liquidity coverage ratio was 55.28%, significantly higher than the average in the system, the bank being over liquid. Cash and cash equivalents were in amount of 6,442 million RON, which is 12% higher than in the previous year and over the minimum level considered to be acceptable by the bank in terms of liquidity risk. Cash and cash equivalent includes mainly cash at hand, cash and balances at central banks and credit institutions, the weight in this group (3,532 million RON) being held by the minimum required reserve with the NBR.

Securities increased by more than 22% vs. last year, reaching 11,068 million RON, as at December 31, 2014. The weight in this group (10,519 mil.) is held by T-bills.

The non-current assets dropped by 2% from 2013 from 446 million RON to 435 million RON, of which tangible assets represented 290 million RON (land and buildings in value of 200 million RON), intangible assets of 70 million RON and long term financial assets of 75 million RON.

Deposits from clients As at December 31 2014, 65% of the deposits were in RON and 35% in FX. Deposits increased in 2014 by 16% vs. the previous year, the pace being above the 8% general growth recorded at the level of the banking system.

The prudential ratios ensure a favourable position of the bank in the banking system. BT has a consistent deposit base, which allowed for an optimum liquidity ratio. Thus, the

liquidity ratio as at 31.12.2014 ranged between 2.77 and 22.57 on the 5 maturity bands, much above the minimum level required by the NBR's regulations.

The solvency ratio is at a comfortable level of 17.32%, with the annual profit included. An adequate level of the capital and the general financial ratios was maintained, in accordance with the banking principles.

The ROA and ROE ratios featured a positive trend.

As at 31.12.2014, **the shareholders' equity** of BT was in amount of 3,701,961,772 RON, of which:

- share capital recorded with the Trade Registry representing 2,608,623,861 shares with a par value of 1 RON/share to which 86,501,040 million RON is added as capital adjustment to inflation and surplus from the revaluation of fixed assets, which was not made until the transition to the International Financial Reporting Standards.
- premiums for conversion of bonds into shares: 38,873,301 RON;
- statutory reserves: 181,384,104 RON;
- reserves for bank risks: 77,892,714 RON;
- reserves from revaluation of securities available for sale: 201,142,147 RON;
- reserves from revaluation of tangible and intangible assets: 27,852,357 RON;
- treasury shares: -10,467,618 RON;
- retained earnings: 81,082,317 RON;
- profit: 434,329,895 RON;
- profit distribution: -25,252,346 RON;

As at 31.12.2014, **the gross profit** of Banca Transilvania was 505.05 million vs. 443.10 million RON on 31.12.2013. **The net profit** of the Bank in 2014 was 434.33 million RON, which is 16% higher than that in 2013.

1.1.5. Assessment of the aspects related to the bank's employees/staff

Number of employees as at 31 December 2014 was 6,236 people. As a reference, at 31 December 2013, the bank had 6,041 employees.

The average age of employees was 35.25 years (in 2013-35 years). Distribution by gender in 2014: 76% women and 24% men (in 2013 75% women and 25% men).

The manager-employees work relationship and any other conflict-related aspects are regulated by the Collective Labour Agreement for 2014-2016 no. 200/11.06.2014.

1.1.6. Assessment of the aspects related to the impact of the main activity of the issuer on the environment

Banca Transilvania develops actions involving its social responsibility in environmental protection through the program “Banca Transilvania - environmentally friendly,” by which it proposes to contribute to the protection of the natural environment. Thus in 2014, the project “Transylvania reforestation” continued by planting over 40,000 trees on an area of 10 hectares, in Budești- Fanate, between Cluj and Bistrita. The BT partner in this action was Tasuleasa Social Association and the Budesti-Fanate was chosen to meet the needs of the community, one of the poorest villages in forests in Transylvania, with only 4% of forest area. The action will continue in 2015 with the participation of volunteers of the entire BT group in the same area, offering an appropriate occasion to encourage volunteerism and provide an example of good practice to community with such a project dedicated to future generations.

BT pays attention to compliance with environmental and social legislation in force and the use of appropriate social and environmental practices, as important factors in proving an effective business management.

1.1.7. Assessment of the research and development activities

The research and development activities consist of the diversification and improvement of the computer programs.

1.1.8. Assessment of the bank’s activity regarding risk management

Description of the bank’s policies and objectives regarding risk management

RISK MANAGEMENT

Risk management is part of all decision-making and business processes in Banca Transilvania. BT’s management:

- continuously assesses the risks likely to affect the bank’s business and goals and takes actions whenever any changes appear in its business conditions;
- ensures an appropriate framework for the management of the bank’s activities in accordance with the bank’s structure, business and inherent risks, through its regulatory system (strategies, policies, rules, procedures, regulations) and controls (by individuals, departments, committees), operational flows, determination of specific costs.

- **Risk identification:** the bank's exposure to business-related risks in its daily operations and transactions (including lending, dealing, and capital market operations) is identified and aggregated in the bank's risk management infrastructure.
- **Risk evaluation/measurement:** the bank performs an evaluation of identified risks by specific models and calculation methods: a system of ratios with related limits, a methodology for assessing the risk events likely to generate losses, calculation of specific risk provisions for impaired assets, estimation of the future evolution of assets' value, etc.
- **Risk monitoring and control:** the policies and the procedures implemented for an effective risk management are meant to mitigate risks inherent to the bank's business. The bank implemented procedures for the supervision and approval of decision and trading limits per person/ unit/ product etc. Such limits are monitored daily/ weekly/ monthly depending on operations.
- **Risk reporting:** the internal reporting of risk exposures is performed by departments based on business lines and consolidated at the level of the whole bank. The bank's management is informed permanently about the risks inherent to the bank business.
- **Calculation and assessment of capital and capital requirements:** for the assessment of capital adequacy to risks, the Bank identifies and evaluates all significant risks to which it is or might be exposed. The Bank continuously calculates and assesses its internal capital and internal capital requirements to cover the bank's business needs and risks.

The main risk categories to which the bank is exposed are: credit risk, liquidity risk, operational risk, market risk, interest rate risk outside the trading portfolio, reputation risk, strategic risk and compliance risk.

CREDIT RISK

The management of credit risk is periodically updated and improved. It is designed to cover all credit exposures deriving from the banking business and includes the following basic components:

- lending methodology to ensure a healthy credit portfolio;
- individual counterparty rating system;
- risk assessment system for transactions;
- risk assessment system for new credit products / significant changes in the existing products;
- active management of loan portfolio;
- regional /sectorial/ product/client concentration limits/guarantee suppliers/types;
- pricing methodology based on risks;
- methodology for loan monitoring / review after credit granting;
- methodology for credit risk provisioning;
- methodology for the calculation of prudential adjustments;

- methodology for identifying higher real or potential risk (early warning);
- methodology for identifying and management of high risk assets;
- management of fraud risk;
- improvement of the overdue collection process;

The management of credit risk consists mainly in:

- the organization of a proper system of norms and procedures establishing the regulatory framework for the lending process in order to avoid or to minimize risks;
- developing/improving credit risk management procedures (strategy, policies, norms for credit risk management);
- management of own funds (monitoring aggregate exposure vs. own funds), simulations of capital requirements, compliance with internal rules regarding capital adequacy (assessment of capital adequacy to risks);
- maintenance and periodical review of a hierarchical system for the approval of loan exposure limits;
- monitoring credit risk on business lines and at portfolio level;
- management of critical exposures: loans classified into inferior performance categories, loans presenting signs of depreciation, etc.;
- organizational structure of the bank - there are departments and committees with responsibilities in credit risk supervision and management.

LIQUIDITY RISK

The liquidity risk profile adopted in 2014 was “low to medium” due to the structural correlations of the bank’s assets and liabilities, namely the mix of instruments designed for the use of temporary liquidity excess and the weight of stable resources raised from clients in total funds. Liquidity management is centralized. The main principle in determining the types of instruments used by the Treasury in order to use temporary liquidity excess is the easy convertibility into cash, without affecting the initial yield of investments, notably their profitability.

For a sound management of liquidity risk, the bank is constantly concerned with raising liquidities via treasury operations, external financing, capital markets, etc.

During 2014, the Bank recorded 1st rank liquidity ratios, indicating a comfortable liquidity in a general economic context still fragile.

Attention is given to:

- correlation of the growth rate of resources/loans;
- diversification of the range of instruments correlated with the institution's risk appetite;
- adequate capital allocation;

OPERATIONAL RISK

Operational risk represents the risk to incur losses from defective processes, errors generated by the IT system, inadequate employee activities and other external events. The bank monitors continuously the operational risks relating to the current activities of clients, banking practices, frauds, application of the management decisions, ethical aspects involving BT employees.

In order to reduce such risks, the bank implemented policies, norms and procedures, thus improving operational risk governance. Operational risk exposures are diminished through a permanent update of regulatory documentation in line with the legal regulations and market conditions, via staff training, constant improvement of IT solutions and consolidation of the bank's security systems, the use of additional means to reduce risks (insurance policies against risks), use of applications and specific tools to monitor transactions and banking activities in general in order to mitigate operational risks, including the risk of internal and external fraud, the application of measures to limit and to mitigate the effects of operational risk incidents, the application of the recommendations and the conclusions resulting from the control carried out by internal and external bodies, the update, evaluation and testing of business continuity plans on a regular basis.

Relevant information in terms of operational risks, including the material losses are tracked and analysed systematically, as part of the risk management system of the bank. This information is translated into specific reports (which contain graphics, quantitative and qualitative evolutions) that are periodically presented to the internal control committees, the Leaders' Committee and the Board of Directors. The operational risk assessment is closely related to the bank's overall risk management: its results are part of the operational risk monitoring and control process and is constantly compared with the risk profile defined in the risk management strategy.

MARKET RISK

The market risk profile adopted by Banca Transilvania was "low to medium" due to the structure and size of the trading portfolio, the prudential approach of all operations running such a risk and the numerous limits implemented and daily monitored within the bank's current business. In order to reduce market risk, the bank adopted a prudential approach to protect its profits from fluctuations in prices, interests and exchange rates on the market, which represent external and independent factors. Banca Transilvania performs a daily evaluation of all banking positions, marking to market its trading book, monitoring "warning" or "alert" levels, using backup plans in case of unstable market conditions.

INTEREST RATE RISK OUTSIDE THE TRADING BOOK

The interest rate risk profile in activities outside BT's trading book is "low", the bank adopting a set of strict principles for the management and monitoring of such risk. The interest rate risk is initially addressed by the bank through a neutral position in main currencies - EUR and USD - and an "aggressive" position in national currency. The bank uses management tools such as GAP analysis, static or dynamic and the economic value of assets.

REPUTATION RISK

The reputation risk is the risk to incur losses or to fail in achieving estimated profits due to the lack of public confidence in the integrity of the bank. The reputation risk profile was "low" by maintaining the confidence of the public and the business partners in the bank's integrity, economic and financial position. The management of the reputation risk is based on undertakings in order to attract the best partners, both clients and suppliers, on the recruitment and retention of best employees, on the management of litigations, strict regulations, prevention of crisis situations and the consolidation of the bank's credibility and the shareholders' confidence, improving the relationship with shareholders, the establishment of a more favourable environment for investments and access to capital and on continuous and open communication with stakeholders (shareholders, mass-media, clients, partners, employees, authorities, etc.).

STRATEGIC RISK

The strategic risk is the current or future risk for profits and capital to be negatively affected by changes in the business environment, by unfavourable business decisions, improper implementation of decisions or the low adaptability to changes in the business environment. The bank's strategic risk profile is "low" based on the following aspects: risk management practices are an a part of BT's strategic planning, the exposure to strategic risk reflects strategic goals that are not excessively "aggressive" and are compatible with the developed business strategies, the business initiatives are well designed and supported by communication channels, operating systems and adequate delivery networks.

COMPLIANCE RISK

Compliance risk is the current or future risk to damage profits and capital, which may result in fines, damages and / or termination of contracts or that may affect the bank's

reputation as a result of violations or non-compliance with the legal and regulatory framework, agreements, recommended practices or ethical standards.

In BT's perspective, compliance risk relates to compliance with a broader regulatory framework which is not strictly related to banking activities, namely compliance with labour law and work safety and protection legislation, quality in constructions, prevention of fires, etc.

The objectives of compliance risk management are: identification of compliance risks, compliance risk assessment, compliance risk monitoring, compliance risk reporting.

The compliance function, which is responsible for compliance risk management, has the role to assist the management structure in identifying, assessing, monitoring and reporting compliance risk related to the bank's activities.

At BT, the compliance function is approached separately from the risk management function and the audit function, but the bank's internal regulations provide for mechanisms to ensure a close cooperation between these three functions.

1.1.9. Aspects related to the perspectives of the bank's activity

INFORMATION ABOUT THE PROJECTED EVOLUTION OF THE BANK IN 2015

QUANTITY OBJECTIVES for 2015:

- Total assets: 4% increase
- Total loans: 10% increase
- Total deposits from clients: 6% increase
- Cost / Income: maximum 43,1%
- Loans / Deposits: 70%
- Maximizing return on capital (ROE);
- Consolidation of the 3rd position on the cards market -> 2,500,000 carduri;
- Centralization of retail activity;
- Creating alternative products to traditional deposits with decreased interest rates to encourage clients to take other products: fund units; insurance; other investments;
- An agriculture department to provide expert advice in the network;
- Maximum focus on on-line and digital products;

QUALITY OBJECTIVES for 2015:

- Application for the new European funding schemes for 2014-2020;

- Development of factoring for customers and focus on strategic sectors;
- Specific implementation steps, specific adaptations for the new CRM Oracle-Siebel application, application of the Loan Origination module throughout the bank's network;
- Ability to access applications on smartphone and tablets by developing a secure and controlled management;
- Developing a new BT24 platform and preparation for bulk salary processing;
- Maintaining and strengthening the 3rd position in the banking system in terms of assets.
- Improving the loan portfolio quality;
- Orientation towards new sectors such as creative industries and free professions;

INVESTMENT PLAN FOR 2015

Investment budget for 2015:

Bank investments	141.29 million RON
Subsidiary investments	6.50 million RON
<hr/>	
Total investments	147.79 million RON

The estimation of ratios for the year 2015 was based on individual financial statements prepared in accordance with International Financial Reporting Standards adopted by the European Union, this being the single reporting framework for credit institutions in Romania since 1 January 2012.

For 2015 budget projection we took into consideration certain assumptions, including those related to inflation dynamics and exchange rate. An average annual inflation rate of 2.5% per year and an average exchange rate of 4.35 RON/EUR was used, according to monthly assessments of macroeconomic process which were compiled by BT at the end of 2014. Based on the updated macroeconomic forecasts, for the first quarter of 2015 an exchange rate of approximately 4.40 RON/EUR was assessed. After certain analysis appears that the exchange rate difference doesn't have a significant impact upon the budget.

The assets are expected to increase by 4% compared to the 2014 level (up to 37,000 million RON). In the assets structure, the estimated weight was 56.2% for loans, 17.3% for cash and cash equivalents and 27% for security investments.

As regards the structure of liabilities in 2015, the increase of customer deposits vs. 2014 is estimated to be 6%, with a weight of 85.7 % in total liabilities. The budget ratios for 2015 submitted to the GSM approval are determined in order to support the proposed business objectives and are correlated with prudential and supervisory standards.

For the year 2015 the bank estimates a gross profit of 596 million RON.

2. The bank's tangible assets

2.1. Location and properties of the main production capacities owned by the bank:

Currently the bank owns building type tangible assets, which represent the locations where the subsidiaries/agencies in Arad, Bistrita, Brasov, Bucharest Obor, Bucharest Unirii, Bucharest Regional Head Office, Cluj-Napoca, Constanta, Dej, Deva, Drobeta Turnu-Severin, Galati, Giurgiu, Miercurea-Ciuc, Oradea, Ramnicu-Valcea, Târgu Mures, Timisoara, Turda, Zalau, Tulcea and Suceava are operating, as well as four buildings accommodating the banks' head office. The other offices where the BT units are operating are rented offices.

2.2. Description and analysis of the degree of wear of the bank's properties:

The net tangible assets at 31 December 2014 amount to 290 million RON, of which 70.70% are buildings and land. The majority of the real estate properties were recently built or renewed. A detailed analysis of the bank's fixed assets is presented in the Notes to the Financial Statements.

2.3. Notes on the potential issues related to the ownership of the bank's tangible assets.

Not applicable .

3. The stock exchange where the securities issued by the company are traded

3.1. Romanian and foreign markets where the securities issued by the company are traded

On 28.11.1997 Banca Transilvania became the first Romanian banking institution listed on the Bucharest Stock Exchange. The bank's shares are indivisible common dematerialized nominal shares.

The share capital recorded with the Trade Registry in early 2014 was -2,206,436,324 RON and was increased under the decision of the General Extraordinary Shareholders' Meeting with 402,187,537 RON (352,742,991 RON reserves from 2013 net profit and 49,444,546 RON capital increase from conversion of bonds into shares). At the end of the year, the share capital recorded with the Trade Registry reached the value of 2,608,623,861 RON.

Share capital structure as at 31.12.2014:

	31 Dec 2014	31 Dec 2013
European Bank for Reconstruction and Development (EBRD)	14.33%	14.61%
Romanian individuals	17.70%	19.56%
Romanian companies	31.30%	24.64%
Foreign individuals	2.00%	2.33%
Foreign companies	34.67%	38.86%
Total	100.00%	100.00%

The bank's market cap of 31 December 2014 was 4.98 billion RON respectively 1.11 billion euro (31 December 2013: 3.64 billion RON respectively 812 million euro).

The closing price of the bank's shares on 30.12.2014, the last trading day in 2014, was 1.908 RON/share.

3.2. The bank's policy regarding dividends

During the previous years, the policy of Banca Transilvania regarding profit distribution was to capitalize.

For 2014 the Board of Directors proposes to increase the bank's share capital from 2,608,623,861 RON to 3,026,003,679 RON, with the amount of 417,379,818 RON, representing reserves from the 2014 net profit in amount of 412.409.021 RON and the sum of 4.970.797 RON representing premiums for conversion of bonds into shares.

PROPOSED SOURCES FOR SHARE CAPITAL INCREASE	AMOUNTS (RON)
Reserves from the net profit of 2014	406,823,021.00
Reserve from conversion of bonds into shares	10,556,797.00
TOTAL RESERVES AVAILABLE FOR CAPITAL INCREASE	417,379,818.00
Share capital at the record date	2,608,623,861
Yield / share %	16.0000000%

After the share capital increase with 417,379,818 RON, for each 100 shares 16.0000000 new shares will be assigned (respectively a number of new shares corresponding to the ratio 417,379,818 RON/2,608,623,861 shares).

For 2013, as approved by GSM, the bank capitalized the recorded profit, the bank's share capital was increased by 352,742,991 RON, and the share allocation rate for the free shares was 0.1598 (for each 100 shares owned a number of 15.98700072 new shares were allocated).

For 2012, as approved by GSM, the bank capitalized the recorded profit, the bank's share capital was increased by 303,393,911 RON, and the share allocation rate for the free shares was 0.1594 (for each 100 shares owned a number of 15.94257221 new shares were allocated).

3.3. The bank's share buyback activities:

At the end of 2014 the bank owned a number of 5,900,000 repurchased shares with a purchase value of 10,467,618.04 RON. These buybacks are in line with the schedule approved through the Decisions of the Shareholders' Extraordinary General Meeting of Banca Transilvania S.A as of 29.04.2014.

3.4. The number and nominal value of the shares issued by the parent company and owned by the subsidiaries:

None of the companies of the BT Group owns Banca Transilvania shares (TLV). At 31.12.2014 the BT INVEST1 investment fund managed by the BT Asset Management companies holds a number of 6,953,271 Banca Transilvania shares (TLV), representing 0.266549% of the Bank's capital.

BT subsidiary	No. of shares held	Nominal value at 31.12.2014	Percentage held
BT INVEST1	6,953,271	6,953,271	0.266549%
TOTAL BT SHARES held	6,953,271	6,953,271	0.266549%

3.5. Bonds issued by the bank:

In 2013 Banca Transilvania S.A. issued a number of 50,000,000 unsecured subordinated convertible bonds, due in 2020, each with a nominal value of EUR 0.60, and a total nominal value of EUR 30,000,000. These are nominal, dematerialized bonds.

As at 31 December 2013 the bank had a balance of issued subordinated time bonds in value of 30 million EUR.

As at 3.11.2014 a number of 33,453,730 bonds with a nominal value of EUR 20,072,238 were converted into 49,444,546 BT shares.

As at 31 December 2014 the bank had a balance of 16,546,270 issued subordinated bonds, in a value of EUR 9,927,762.

4. Bank management

4.1. List of bank Directors:

No resignations were registered among the members of the Board of Directors and the executive management in 2014.

The Members of the Board of Directors (BD) are:

Name	Position	Percentage held on December 31 st , 2014
Ciorcila Horia	Chairman of the Board of Directors	5.008588% directly and together with BT CASTORIUS LIMITED shareholder
Marzanati Roberto	Deputy Chairman of the Board of Directors	0.026732%
Palagheanu Radu Danut	Non-executive Member of the Board of Directors	0.076669%
Ceocea Costel	Non-executive Member of the Board of Directors	0.019996%
Puscas Vasile	Non-executive Member of the Board of Directors	0.003821%
Grasee Thomas	Non-executive Member of the Board of Directors as of April 29 th , 2014; NBR approval as of December 30 th , 2014	-
Gueorguiev Ivo	Non-executive Member of the Board of Directors as of April 29 th , 2014; NBR approval as of November 27 th , 2014	-

Ciorcila Horia was born in 1963 in Cluj-Napoca and graduated from the Faculty of Automation and Computers, at the Polytechnic Institute of Cluj-Napoca, in 1989. He

participated, as a founding member, to the establishment of Banca Transilvania S.A. and of several companies from Banca Transilvania S.A. group from in finance sector (insurance, leasing, etc.) since 1993. He also participated, as a founding member, in the establishment of trade companies such as the Maestro Industries and Astral TV companies group.

He has been a member of the Board of Directors of Banca Transilvania S.A. since its founding, and, starting with 2002, he has been the Chairman of the Bank Board of Directors.

Marzanati Roberto was born in 1950 and graduated from the Business Administration School of Torino, Italy. His banking career started in 1973, and, over time, he acquired professional experience in numerous banking institutions, such as: Hypo-Alpe Adria Bank (Croatia) - member of the Supervisory Committee, Market Banka (BiH) - member of the Board of Directors, and, later, within Raiffeisen Bank Sarajevo. He was also the member of the Supervisory Committee of Slavenska Banka (Croatia) and, during the period July 2001 - 2008, he was a member of the Loan Committee. Moreover, he was a member of the Board of Directors for Export Credit Bank, Skopje, Macedonia during the period 2001-2008. Starting with 1993, Mister Marzanati becomes a Senior Consultant within the EBRD London, and, since 1997, a Senior Banker within the same institution.

In 2002, he was appointed as member of the Board of Directors of Banca Transilvania S.A.

Palagheanu Radu Danut was born in 1951, in Cluj-Napoca. In 1976 he graduated from the Faculty of Electrical Engineering from the Polytechnic Institute of Cluj-Napoca. He started his activity in 1977 - at I.S.C.I.P, as Head of the Mechanical-Energy sector - Cluj Napoca, and in 1979 we worked at the Enterprise of Electrical Networks as an engineer - Cluj Napoca. In 1985, he transferred to the Territorial Centre for Electronic Computing as Expert Instructor - Cluj Napoca, and, since 1990, to the Department for Work and Social Welfare Problems as Chief of Office for Personnel Workload - Cluj Napoca. Since 1991, he served within the private sector at - SC Compexit Import Export SRL - Cluj Napoca as a Chief Executive Officer, and since 1992, at SC Compexit Cars SRL - Cluj Napoca, as a Chief Executive Officer. Since 1993, he participated as a founding member and initiator to the establishment of Banca Transilvania S.A..

He was a member of the Board of Directors of Banca Transilvania S.A. from 1994 until 1995. In 1995 he became the Chief Executive Officer of SC Compexit Trading SRL Cluj Napoca, and, starting with 2010, he rejoined the Board of Directors of Banca Transilvania SA.

Ceocea Costel was born in 1956, in Buzau. He graduated from the Faculty of Economics at 'Alexandru Ioan Cuza' University of Iasi, and since 2004, he is a PhD applicant for Industrial Engineering at the Technical University 'Gheorghe Asachi' of Iasi. He started his activity in

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1976, at CCH Letea Bacau, and since 1981, entered the political sector, at Bacau County Council. In 1991 he was employed at Bacau Chamber of Commerce and Industry as Specialist Advisor, being promoted as Head of Department- Internal and International Affairs. In 1994, he transferred to 'Moldova' SA Financial Investment Company, acting as Specialist Advisor, Head of Department (1997), Manager (2001), Deputy Chairman (2005) and Deputy Chief Executive Officer within the same institution. In 2008, he became Chairman and Chief Executive Officer within the Board of Directors Steering Committee of 'Moldova' SA Financial Investment Company. He has been a member of the Board of Directors of Banca Transilvania S.A. since April 2010.

Puscas Vasile was born in 1952, in the town of Surduc, Salaj county. In 1976 he graduated from the Faculty of History and Philosophy of Babeş-Bolyai University, Cluj-Napoca, holding a Bachelor in History and Social Sciences. In 1991, he obtained his PhD in History, from Babeş-Bolyai University, Cluj-Napoca, and, in 1995, he becomes a University Professor with PhD. at the Faculty of History and Philosophy, the Department of Contemporary History and International Affairs, Babeş-Bolyai University, Cluj - Napoca. During the period December 2000 - December 2004, he served as Minister Delegate for the Nastase Government and as chief negotiator of Romania to the European Union. In December 2008, he was appointed State Secretary within the Department for European Affairs (DEA), and, at the beginning of 2009, he was promoted from head of department to the rank of minister. In October 2009, he left the DEA management. He has been a member of the Board of Directors of Banca Transilvania S.A. since November 2013.

Grasee Thomas was born in 1955. He graduated from the Business School of Finance and Management of Bankakademie, Frankfurt, Germany, in 1977.

He has been a member of the Board of Directors of Banca Transilvania S.A. since April 29th, 2014.

Gueorguiev Ivo was born in 1964. He graduated from the University of National and World Economy of Sofia, Bulgaria, in 1990 and holds an MBA from Alberta University of Edmonton, Canada, which he obtained in 1993.

He has been a member of the Board of Directors of Banca Transilvania S.A. since April 29th, 2014.

The list of bank affiliated persons is attached.

4.2. Bank executive management:

The Management Committee is in charge of the bank management, having the following structure:

Name	Position	Percentage held on December 31 st , 2014
Tetik Ömer	Chief Executive Officer	0.039339%
Calinescu George	CFO Deputy Chief Executive Officer	0.004072%
Runcan Luminita	CRO Deputy Chief Executive Officer	0.043458%
Toderici Leontin	COO Deputy Chief Executive Officer	0.071688%
Dudoiu Andrei	Company Deputy Chief Executive Officer	0.056894%
Nistor Gabriela Cristina	Retail Banking Deputy Chief Executive Officer	0.037538%
Moisa Tiberiu	Network and Business Development Deputy Chief Executive Officer	0.022675%

The other members of the Executive Management Committee are:

Name	Position
Pojoca Lucia Ana	Chief Operating Officer-Oradea Regional (DEO)
Bucur Ioan Calin	Risk Management Chief Operating Officer (DEMR)
Nadasan Mihaela Simona	Financial Institutions and International Affairs Chief Operating Officer (DEIFRI)
Doca Nevenca Zoranca	Human Resources Chief Operating Officer (DERU)
Olanescu Ioana	Corporate Governance and Contentious Chief Operating Officer (DEGCC)
Plesuvescu Bogdan	Legal, Workout and Insolvency Chief Operating Officer (DEJWI)

4.3. For all persons indicated in 4.1. and 4.2., any litigation or administrative proceedings where they have been involved in the last 5 years, with regards to their activity within the bank and others activities concerning the ability of said persons in performing corresponding duties within the bank shall be specified.

The Bank issued current informative reports to Bucharest Stock Exchange, hence promptly and correctly informing all shareholders on any significant changes occurring in the financial statements, the structure of management, potential litigations involving them or any litigations related to the bank activity.

5. Financial-accounting statement

The information presented in the individual financial statements for the 2014 financial exercise is based on the rules for accounting organization and management, in accordance with the Law no. 82/1991, published as further amended and completed, the NBR Order no.27/2010 approving the accounting rules under International Financial Reporting Standards adopted by the European Union, as amended and supplemented by the NBR Order no. 29/December 29th, 2011, the NBR Order no.1/January 30th, 2013, as well as other NBR instructions in the area.

The obligations to the state and local budget and special funds were correctly determined and the related payments were made according to the legal provisions.

The Statement of Financial Position, the Statement of Income, the Cash Flow Statements, the Changes in Shareholders' Equity, the Accounting policies and the explanatory notes were prepared in compliance with the Order 27/2010 approving the accounting rules under International Financial Reporting Standards adopted by the European Union, as further amended and supplemented. The items in the balance sheets are in accordance with the data in the trial balance and truthfully reflect the assets determined under the annual inventory.

The analysis of the economic and financial situation of the bank, based on the financial statements, as compared to the last 3 years, are as follows:

a) Balance sheet record:

INDICATOR	Thousand RON		
	2014	2013	2012
Cash and cash equivalents	4,225,966	4,101,913	5,576,290
Bank investments	2,378,906	1,758,512	1,383,114
Financial assets at fair value through profit or loss	52,311	11,122	39,179
Loans and advances granted to clients	17,517,192	16,667,200	15,457,481
Securities classified as held for sale	10,852,865	8,936,455	6,529,701
Securities held until maturity	-	-	-
Tangible assets	289,662	289,046	290,006
Intangible assets	70,466	82,908	80,090
Investments in shares	74,856	73,956	74,053
Deferred tax receivables	-	-	-
Other assets	157,288	144,753	142,130

Total assets	35,619,512	32,065,865	29,572,044
Bank deposits	133,348	418,755	45,953
Deposits from clients	30,045,502	25,803,860	23,232,922
Loans from banks and other financial institutions	949,053	2,067,261	2,969,302
Other subordinate debts	394,658	377,913	288,810
Debts on the deferred tax	43,716	59,985	28,228
Other debts	351,274	295,597	311,892
Total debts	31,917,551	28,983,371	26,877,107
Share capital	2,695,125	2,292,937	1,989,543
Capital premiums	38,873	-	-
Retained earnings	490,160	430,043	376,144
Own shares	-10,468	-818	-7,752
Revaluation reserve	27,852	28,997	38,125
Other reserves	460,419	331,335	298,877
Total equity	3,701,961	3,082,494	2,694,937
Total debts and equity	35,619,512	32,065,865	29,572,044

b) The profit and loss account:

Thousand
RON

INDICATOR	2014	2013	2012
Interest income	1,756,615	1,846,013	2,012,405
Interest expenses	-619,013	-855,631	-1,074,536
Net interest income	1,137,602	990,382	937,869
Fee and commission income	498,843	435,175	487,716
Fee and commission expenses	-90,456	-73,439	-63,016
Net fee and commission income	408,387	361,736	424,700
Net trading income	126,805	128,832	131,164
Net earnings from the sale of financial instruments held for sale	338,784	203,613	
Contribution to the Guarantee Fund of Deposit in the Banking System	-73,152	-64,398	-54,045
Other operating income	62,053	39,172	44,340
Operating income	2,000,479	1,659,337	1,484,028

Net expenses with provisions for assets, other loan debts and commitments	-667,062	-407,384	-374,634
Personnel expenses	-451,575	-441,242	-415,916
Amortization expenses	-57,385	-56,780	-46,422
Other operating expenses	-319,410	-310,829	-306,297
Operating expenses	-1,495,432	-1,216,235	-1,143,269
Profit before tax	505,047	443,102	340,759
Profit tax expenses	-70,717	-68,204	-20,327
Profit of the financial exercise	434,330	374,898	320,432

c) Cash flow: Statement of Cash Flows

Thousand
RON

INDICATOR	2014	2013	2012
Cash and cash items at the beginning of the period	5,726,957	6,879,478	5,019,370
± Net cash from operating activities	1,688,634	-230,522	1,461,778
± Net cash from the investment activity	-35,653	-52,349	-72,557
± Net cash/ (used in) from funding activities	-998,122	-869,650	470,887
Cash at the end of the period	6,381,816	5,726,957	6,879,478

The economic and financial situation is shown in detail in the financial statements enclosed hereto.

The following documents are enclosed to this report:

- The Report of Banca Transilvania SA Board of Directors for the year 2014;
- The management statement on taking responsibility for drafting the financial statements for the year 2014;
- The Consolidated Report of Banca Transilvania Financial Group Directors, for the year 2014;
- The financial statements, at individual and consolidated IFRS level, together with explanatory notes;
- The Independent Auditor's Report, KPMG Audit SRL, for the financial statements, at individual and consolidated IFRS level.

The annual report shall be accompanied by copies of the following documents:

a) copies of supporting documents for all amendments brought to the Articles of Incorporation in the IInd part of 2014;

Please note that the decisions of the General Meeting of Shareholders have been operatively transposed into the Articles of Incorporation. They have been implemented and approved by the competent bodies.

b) major agreements concluded in 2014:

In 2014, the first funding part of the EUR 20 million, received under the Jeremie program of the European Investment Fund, was drawn, the first part of the EUR 10 million under the ROSEFF program, signed with EBRD, was committed, EUR 15 million loans were granted under the EEEF program, signed with Deutsche Bank, and an important funding agreement was signed with the European Investment Bank, amounting to EUR 75 million, to be accessed in 2015.

c) resignation/dismissal documents from members of the Board of Directors, executive management, censors-No such documents have been registered in 2014;

d) list of bank subsidiaries and of the companies managed by the bank -The list of BT Subsidiaries is enclosed as an Appendix to this report;

e) list of bank affiliates - The list of persons holding special relations with the BT is enclosed as an Appendix to this report.

**CHAIRMAN OF THE BOARD
OF DIRECTORS
HORIA CIORCILA**

**CHIEF EXECUTIVE
OFFICER
ÖMER TETIK**

**DEPUTY CHIEF EXECUTIVE
OFFICER
GEORGE CALINESCU**

APPENDIX

The Group Banca Transilvania ('Group') includes the parent-company, Banca Transilvania S.A. ('Bank') and its subsidiaries, based in Romania and in the Republic of Moldova. The consolidated financial statements of the Group for the financial exercise completed on December 31st, 2014 comprise of the financial statements of Banca Transilvania S.A. and of its subsidiaries, which comprise the whole Group. The subsidiaries comprise of the following entities:

Subsidiary	Field of activity	December 31 st , 2014	December 31 st , 2013
BT Securities S.A.	Investments	98.68%	98.68%
BT Leasing Transilvania IFN S.A.	Leasing	100.00%	100.00%
BT Investments S.R.L.	investments	100.00%	100.00%
BT Direct IFN S.A.	consumer loans	100.00%	100.00%
BT Building S.R.L.	investments	100.00%	100.00%
BT Asset Management S.A.I S.A.	management of assets	80.00%	80.00%
BT Solution Agent de Asigurare S.R.L.	activities auxiliary to insurance and pension funds	95.00%	95.00%
BT Asiom Agent de Asigurare S.R.L.	activities auxiliary to insurance and pension funds	99.95%	95.00%
BT Safe Agent de Asigurare S.R.L.	activities auxiliary to insurance and pension funds	99.99%	99.99%
BT Intermedieri Agent de Asigurare S.R.L.	activities auxiliary to insurance and pension funds	99.99%	99.99%
BT Compania de Factoring S.R.L.	factoring	100.00%	100.00%
BT Operational Leasing S.A.	Leasing	94.73%	94.73%
BT Leasing MD SRL	Leasing	100.00%	100.00%
Transilvania Imagistica S.A.	other activities related to human health	88.38%	82.31%
Improvement Credit Collection SRL	Activities of collection agencies and the loan reporting offices	100.00%	100.00%

PERSONS HOLDING SPECIAL RELATIONS WITH THE LOAN INSTITUTION AS OF DECEMBER 31ST, 2014

NAME
BANCA TRANSILVANIA SA
A C I SA
ANTREPRIZA CLUJ ZALAU SA
EBRD
BESTDO SA
BT ASIOM AGENT DE ASIGURARE SRL
BT ASSET MANAGEMENT S A I SA
BT BUILDING SRL
BT DIRECT SRL
BT INTERMEDIERI-AGENT DE ASIGURARE SRL
BT INVESTMENTS SRL
BT LEASING MD
BT LEASING TRANSILVANIA SA
BT OPERATIONAL LEASING SA
BT SAFE-AGENT DE ASIGURARE SRL
BT SECURITIES SA
BT SOLUTION-AGENT DE ASIGURARE SRL
BUCUR CALIN IOAN
BUCUR MARIUTA DANIELA
CALINESCU GEORGE RAZVAN
CANTINA DEJ SA
CEOCEA COSTEL
CIORCILA HORIA
CIORCILA SIMONA NICULINA
COMPANIA DE FACTORING SRL
COMPEXIT AUTO RULATE SRL
COMPEXIT TRADING SRL
CONSTRUCTII DEJ SA
CONSTRUCTII MONTAJ SA
DOCA NEVENCA ZORANCA
DOCA NICOLAE VALENTIN
DUDOIU ANDREI
DUDOIU MARIA
DUDOIU MONICA
ELBA NOVO SRL

EUR CONSULT SRL
FLEXIPHARMA SA
FUNDATIA CLUBUL INTREPRINZATORULUI ROMAN
FUNDATIA CLUJUL ARE SUFLET
GEAINV SA
GUEORGUIEV IVO ALEXANDROV
IMPROVEMENT CREDIT COLLECTION SRL
JILOAN CORNELIA
MAESTRO COM SRL
MARZANATI ROBERTO MARCO
MOISA TIBERIU
MATES MARIA
NADASAN MIHAELA SIMONA
NARIA INVEST SA
NISTOR GABRIELA CRISTINA
NISTOR STELIAN MIHAI
OMNICONSTRUCT MANAGER SA
OMNICONSTRUCT SA
PALAGHEANU RADU DANUT
PLESUVESCU BOGDAN
POJOCA LUCIA ANA
POJOCA VIRGIL
POWERAX LIMITED
PRIM CONSULT SRL
PROTON AUTO SRL
PROTON ECHIPAMENTE SRL
PUSCAS MARIANA
PUSCAS MARIANA CABINET MEDICAL
PUSCAS MARIUS EMIL
PUSCAS VASILE
PUSCAS VASILE PFA
ROSCA LAURA
ROSCA RADU CLAUDIU
RUNCAN LUMINITA DELIA
RUNCAN MIREL
SC DE PROIECTARE PT. INVEST SI REPAR. IN CONSTR.
SEUL AUTO SRL
SIF II MOLDOVA
SPL INVEST SA

SPO INVEST SA
TEHNOFRIG CENTER SA
TEHNOFRIG SA
TELLUS INVEST SRL
TETIK OMER
TODERICI AURELIA ELVIRA
TODERICI LEONTIN
TOPCAR IMPEX
TRUEINVEST SA
VUSCAN GHEORGHE IOAN
VUSCAN MONICA FELICIA
WINNERS PARCUL ROZELOR SA