



Press release, April 30, 2015

The Decisions of the General Shareholders Meeting of Banca Transilvania

During the General Shareholders Meeting of Banca Transilvania, convened in Ordinary and Extraordinary session, on April 29, 2015, in Cluj-Napoca, BT shareholders were informed of the Bank's achievements in 2014, as well as the business plan for 2015. The Ordinary and Extraordinary General Shareholders Meetings were attended by shareholders (or their authorized representatives) accounting for 48.4% of the total number of shares with voting right, respectively 1,256,681,329 shares.

• The decisions of the Ordinary General Shareholders Meeting

In the Ordinary General Shareholders Meeting the following were approved: annual IFRS financial statements for the 2014 financial exercise - individual and consolidated; discharge of directors for the 2014 exercise; the budget of revenues and expenses and the investment plan for 2015; the level of remuneration of directors for the current year, as well as the appointment of KPMG Audit S.R.L. as the bank's financial auditor and the extension of the related service agreement. The shareholders have approved June 15, 2015 as the registration date. The shareholders have mandated the Board of Directors to carry out the abovementioned OGSM decisions.

Financial Statements:

2014: Individual Financial Statements IFRS:

INDICATOR	Million lei
Total assets	35,619.51
Total liabilities	31,917.55
Total shareholders' equity	3,701.96
Profit before tax	505.05
Net profit	434.33

2014: Proposals for the distribution of IFRS profit:

	Amounts (lei)
Gross Profit	505,046,918
Legal and other reserves	27,506,874
Tax on profit	70,717,023
Net profit to be distributed	406,823,021

2014: IFRS Consolidated financial statements:

INDICATOR	Million lei
Total assets	35,795.92
Total liabilities	31,998.66
Total equity	3,797.26
Profit before tax	515.64
Net profit	442.45

2015: Budget for revenues and expenses

INDICATOR	Million lei
Operating income	2,015
Operating expenses	869
Provisions (net)	550
GROSS PROFIT	596

2015: Banca Transilvania's investment plan:

- Branches + buildings: 48.853 mil. lei
- IT investments and cards: 69.132 mil. lei
- Security: 12.569 mil. lei
- Miscellaneous: 10.742 mil. lei
- **TOTAL INVESTMENTS (VAT included): 141.296 mil. lei**

The decisions of the Extraordinary General Shareholders Meeting

The shareholders have approved the increase of the share capital with the amount of 417,379,818 lei by issuing 417,379,818 new shares, at a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following sources:

Proposed sources for the capital increase	Amounts (lei)
Capitalization of reserves constituted from the net profit 2014	406,823,021
Inclusion of the reserves generated by bond to share conversion premiums	10,556,797

Therefore, each shareholder registered at the registration date, June 15, 2015, will receive free of charge, for every 100 shares owned, a total number of shares calculated using the following formula $100 \times (417,379,818 / 2,608,623,861 \text{ lei})$.

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The increase of the share capital will be realized in order to sustain the current activity of the company.

Another decision of the Extraordinary General Shareholders Meeting is the share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum 20 million shares (0.77% of the total shares included in the share capital) with a nominal value of 1 leu/share at a minimum price equal to the market price on the Bucharest Stock Exchange at the moment of the buyback and a maximum price of 3 lei, for a period of maximum 18 months from the publishing date of the EGSM resolution in the Official Gazette of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principles and a share retention program for a period of at least 3 years.

Another topic on the agenda of the Extraordinary General Shareholders Meeting is the notification of shareholders in regard to the purchase the entire share package of Volksbank Romania S.A. The shareholders of BT have approved the merger by absorption between Banca Transilvania and Volksbank Romania.

The GSM also approved June 15, 2015 as the registration date and June 12, 2015 as the ex-dividend date. The shareholders have mandated the Board of Directors and each of its members to carry out the decisions of the Extraordinary General Shareholders Meeting.

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About Banca Transilvania:

Banca Transilvania is among the first 3 banks in Romania, in terms of assets, with a market share of 9.8%. BT's activity is organized on 3 main business lines: Corporate, SME and Retail. Banca Transilvania has over 6,000 employees, a network of around 550 units and 1.91 million active clients. The bank's strategy is supported by international shareholders, such as the European Bank for Reconstruction and Development (EBRD) and IFC - World Bank Group.

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