



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

Date: 30.04.2015

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:	2. 608.623.861 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' Meetings of Banca Transilvania S.A.**

On the 29th of April 2015, the Ordinary and Extraordinary General Shareholders' Meetings of Banca Transilvania S.A. Cluj-Napoca.

At the Ordinary and Extraordinary Shareholders Meetings shareholders representing 48,412% of the total number of shares with voting right, respectively 1.256.681.329 of the shares, were present, either in person or by power of attorney.

Following the debates, **The Ordinary General Shareholders' Meeting** has approved the following points included in the agenda, in accordance with the published Convening notice and has adopted the following decisions:

1. Approval of the annual financial statements (statutory individual and IFRS consolidated) for the 2014 financial exercise, in compliance with the NBR order no. 27/2010, together with the Report of the Council of Administration and the Report of the Independent Auditor as well as the approval of the proposed profit distribution.

Financial Statements

2014: Individual Financial Statements IFRS:

INDICATOR	Millions lei
Total assets	35.619,51
Total liabilities	31.917,55
Total equity	3.701,96
Profit before tax	505,05
Net profit	434,33

2014: Proposals for the distribution of IFRS profit:

	Sums (lei)
Gross Profit	505.046.918
Legal and other reserves	27.506.874
Taxation on profit	70.717.023
Net profit to be distributed	406.823.021

2014: IFRS Consolidated financial statements:

INDICATOR	Millions 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

2. Discharge of administrators for the 2014 exercise.
3. Approval of the Budget for expenditure and revenues and the investment plan for 2015 (business plan for 2015).

2015: Budget for income and expenses

INDICATOR	Millions lei
Operational Incomes	2.015
Operational expenses	869

Provisions (net)	550
GROSS PROFIT	596

2015: Băncii 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 (TVA included): 141,296 mil. lei**

4. Decision to maintain the current level of remuneration of administrators, including the maximum cap of additional remunerations granted to the administrators and directors.

5. The extension of the service provision contract with S.C. KPMG Audit S.R.L. in regard to auditing the Bank's financial statements for the 2015 financial period, prepared in accordance with International Financial Reporting Standards, according to N.B.R. order no. 27/2010, with subsequent modifications.

6. Approval of the date of June 15, 2015 as the registration date.

7. Approval of mandates to carry out the decisions mentioned above given to the Board of Directors and to each of its members individually.

Following the debates, **The Extraordinary General Shareholders Meeting** has approved the following points included in the agenda, in accordance with the published Convening notice and has adopted the following decisions:

1. 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:

a) capitalization of reserves from the net profit of the year 2014 in amount of 406.823.021 lei, by issuing a number of 406.823.021 shares, 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;

b) the inclusion of reserves which were generated by bond to share conversion premiums, in the amount of 10.556.797 lei, through the issue of 10.556.797 shares, at a nominal value of 1 leu/share, benefiting the shareholders registered in the Shareholders' Registry, kept by the Central Depository, until the registration date decided by the GSM.

Sources proposed for the increase of the share capital	Sums (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

Thusly, each shareholder registered at the registration date, June 15, 2015, will receive, free of charge, for each 100 shares owned, a total number of shares calculated by the following formula $100 \times (417.379.818 / 2.608.623.861 \text{ lei})$.

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

2. Approval of the Bank's share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum 20.000.000 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 BVB at the moment of the buyback and a maximum price of 3 lei, for a period of maximum 18 months as of the publishing date of the EGSM resolution in the Official Monitor of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principle and a share retention program for a period of at least 3 years, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

3. Preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Volksbank Romania S.A. (absorbed company).
4. Approval of the date of **June 15, 2015** as the registration date and of the date of **June 12, 2015** as the ex date.
5. Approval of the mandates for the Council of Administration and individually for each of its members, in order to carry out the decisions mentioned above (inclusively for setting the payment date with respect to the newly issued shares).

CHAIRMAN OF THE BOARD OF DIRECTORS

Horia CIORCILA



Sediul Central

Cluj-Napoca, Cluj
Str. G. Barițiu nr. 8, 400027
Tel.: +(4)0264.407.150 | Fax: +(4)0264.407.179
www.bancatransilvania.ro

Banca oamenilor întreprinzători