

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

Date: 22.05.2015

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:

- Change of control of the company - not applicable.
- Acquisition or substantial transaction of assets - not applicable.
- Insolvency procedure - not applicable.
- Other events: the distribution of shares to Banca Transilvania's employees in accordance with the Extraordinary General Shareholders' Meeting from 29.04.2014 and the Resolution of The Board of Directors from 22.05.2015.

We inform you that, on the basis of the Extraordinary General Shareholders' Meeting from 29.04.2014 and the Resolution of The Board of Directors from 22.05.2015, a number of 6.818.672 TLV shares will be allocated to employees of the Bank which have shown extraordinary performance in their professional activity.

We attach to the present the Information document drafted in accordance with Appendix no. 21 of the Regulation no. 1/2006.

CHIEF EXECUTIVE OFFICER

OMER TETIK



EXECUTIVE DIRECTOR DGCC

IOANA OLANESCU





**BT SECURITIES™**

Capitalul social: 12.470.446,80 lei

C.U.I.: RO 68 38 953

Nr. de ordine in Registrul Comertului: J12/3156/1994

Cont: RO48 BTRL 0130 1202 9256 89XX Banca Transilvania Cluj

Decizia CNVM: 2330/22.07.2003

ODCP nr.: 6415

# INFORMATION DOCUMENT REGARDING THE FREE ALLOCATION OF BT SHARES TO BANCA TRANSILVANIA S.A. EMPLOYEES

## 6.818.672 shares

(Information document in accordance with Appendix no. 21 of the Regulation no. 1/2006)

Intermediary



**BT SECURITIES**

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## 1. Individuals responsible for the procedure

### *1.1. Name and position of the individuals and/or name and headquarters of the companies responsible for the information included in the information document*

BANCA TRANSILVANIA S.A., with its headquarters in Cluj-Napoca, no. 8, G. Barițiu Street, registered at the Cluj Trade Registry Office with the number J12/4155/16.12.1993, individual registration number 5022670, represented by **Omer Tetik** - Chief Executive Officer.

BT SECURITIES S.A. with its headquarters in Cluj-Napoca, no. 104, 21 Decembrie 1989 Street, floor 1, registered at the Cluj Trade Registry Office with the number J12/3156/04.11.1994, individual registration number 6838953, represented by **Radu Rosca** - Chairman of the Board of Directors.

### *1.2. Statements made by the individuals mentioned in 1.1, by which they declare that, to their knowledge, the information transmitted is real and without omissions which might significantly affect the information document.*

Upon verification of the content of the information document, BANCA TRANSILVANIA S.A., represented by Omer Tetik - CEO, accepts all responsibility for its content and hereby confirms that all the information provided is real and without omissions or false statements which might significantly affect the information document.

BT Securities S.A., represented by Radu Rosca - Chairman of the Board of Directors, in its position of intermediary, declares that, to their knowledge, the information provided in the information document is real and without omissions which might significantly affect the information document.

## 2. Information concerning the shares' issuer

### 2.1. Name, headquarter, fiscal code and registration number at the Trade Registry Office.

Name of the issuer: Banca Transilvania S.A.;

Headquarters: No. 8 George Baritiu Street  
Cluj-Napoca, Romania;



Company registration: registered at the Cluj Tribunal Trade Registry Office with the number J12/4155/16.12.1993 individual registration number 5022670;

## **2.2. Company's capital:**

- Value of the subscribed, paid-up capital: 2.608.623.861 lei
- Number of shares issued 2.608.623.861 shares
- Nominal value of a share 1 leu

## **3. Information concerning the offer or allocation of securities towards current or ex members of the management or other employees**

### **3.1. Decisions by which the offer or allocation of securities to current or ex members of the management and employees was decided**

The General Shareholders' Meeting, through the decision from the 29<sup>th</sup> of April 2014, published in the Official Journal of Romania, part IV, nr. 3017/28.05.2014, approved (by public vote, with in unanimity) the BT shares buy-back, in order to implement a remuneration system which respects the principle of long term performance and employee loyalty for a minimum period of 3 years.

In accordance with the Board of Directors' Resolution no. 1 from 22.05.2015, as stated in the power delegated to the Board by the Extraordinary General Shareholders' Meeting of April 29<sup>th</sup>, 2014, the Board decided to purchase a number of 6.818.672 shares, based on the Extraordinary General Shareholders' Meeting of April 29<sup>th</sup>, 2014, shares which will be allocated free of charge to the employees within the Banca Transilvania Financial Group.

The transfer of the property of the before mentioned shares to the Banca Transilvania employees will take place after the communication of the present document to the Central Depository, in accordance with the law.

### **3.2. Description of the capital increase:**

- the reason of the capital increase:
- the value of the capital increase:
- the number of shares issued for the capital increase:



***-the number of shares offered to current or ex members of the Board or other employees (if the total number of shares issued for the capital increase is bigger than the number of shares offered to current or ex members of the Board or employees.***

Not applicable.

***3.3. Description of the operation: the reason of the allocation of shares, number of securities allocated, the number of securities offered to individuals by types of investors***

The operation entails the BT shares' buy-back, shares which will be allocated free of charge to the employees within the Banca Transilvania Financial Group.

In accordance with the Board of Directors' Resolution no. 1/22.05.2015, a number of 6.818.672 shares will be allocated free of charge to the employees of the Banca Transilvania S.A. Financial Group.

Through the Board of Directors' Resolution no. 1/22.05.2015, adopted on the basis of the power delegated to the Board by the Extraordinary General Shareholders' Meeting of April 29th, 2014, the Board of Directors has decided that the shares will be allocated to employees within the Banca Transilvania Financial Group which fulfil the following requirements:

- The have shown outstanding results in 2014;
- They accepted the limitations imposed by the loyalty plan approved by the Board of Directors for 2013 - 2015;
- They have a moral, professional and social conduct in accordance with the Bank's standards, as implemented by the BT Code of Conduct;
- They are actively and efficiently involved in the advancement of the Bank's interest and products in accordance with their field of activity;
- Promotes good communication and builds an adequate work environment for the achievement of outstanding results.

The people involved with the verification/ application of the selection criteria are the Bank leaders, namely Mr. Omer Tetik.

***3.4. Description of the type and class of the securities which are offered or allocated***

*The securities offered are nominal, dematerialised shares, which are bought and sold in the category I of the Bucharest Stock Exchange.*



### **3.5. The time period share subscription**

The transfer of the property of the shares to Banca Transilvania's executive management and employees will take place after the communication of the present document and of the documents referring to the transfer to the Central Depository, in accordance with the law.

### **3.6. Subscription price**

As stated in the Board of Directors' Resolution no.1/22.05.2015, the Board has decided the allocation of 6.818.672 shares towards the employees of the Banca Transilvania Financial Group, free of charge, i.e. at a preferential price of 0 lei/share.

### **3.7. The intermediary which aided in the drafting of the information document**

**The intermediary's name**

BT Securities  
no. 104, 21 Decembrie 1989 Boulevard  
Cluj-Napoca

### **3.8. Other information believed to be of relevance by the issuer or by the ASF**

In accordance with art. 15, para. (5) of the Regulation no.1/2006, the drafting and publication of a prospectus is not mandatory for securities offered, allocated or which will soon be allocated to ex members of the executive management or employees or to current employees by the employer or by the parent-company or the subsidiary, with the conditions that the company has a headquarter or is registered in the European Union and that the company issues a document with the minimum content previewed in Appendix no. 21.

#### **ISSUER**

**BANCA TRANSILVANIA S.A.**  
Chief Executive Officer  
**Omer Tetik**

#### **INTERMEDIARY**

**BT SECURITIES S.A.**  
Chairman of the Board  
**Radu Rosca**