

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

**Date: 25.04.2018**

**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:** RON 4,341,439,404  
**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 25<sup>th</sup> of April 2018, 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 59.72% of the total number of shares with voting right, respectively 2,577,999,740 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 2017 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 RON 1,185,979,233 as follows: allocation of the sum of RON 104,937,573 for legal and other reserves, of the sum of RON 1,081,041,660 for net profit reserves to be distributed, of which RON 610,000,000 will be paid as dividends.

Approval of a gross dividend per share of RON 0.1405063951.

3. Discharge of directors for the 2017 exercise.
4. Approval of the revenue and expenditure budget and the investment plan for 2018 (business plan for 2018).

**2018: Incomes and expenses budget:**

INDICATOR	LEI Million
Operating Income	3,027.36
Operating Expenses	(1,421.20)
Provisions (net)	(397.88)
<b>GROSS PROFIT</b>	<b>1,208.28</b>

**2018: Investment Plan for Banca Transilvania:**

- Branches + buildings: LEI 66.2 million
- Investments IT and cards: LEI 173.5 million
- Security: LEI 27.2 million
- Miscellaneous: LEI 17.6 million
- Special Projects: LEI 82.1 million
- **TOTAL INVESTMENT (VAT included): LEI 366.6 million**

5. Establishing the directors' remuneration for 2018 at RON 35,000/month for the members of the Board of Directors and RON 50,000/month for the Chairman of the Board, as well as setting a maximum cap of additional remunerations (fixed and variable) granted to directors and managers at 0.7% of shareholders' equity.
6. Election of the Board of Directors for the 2018-2022 mandate, with the following members: **Horia Ciorcila, Costel Lionachescu, Costel Ceoceca, Mirela Ileana Bordea, Vasile Puscas, Thomas Grasse, Ivo Gueorguiev.**
7. Approval of the date of **June 5th, 2018** as the registration date and of the ex date – **June 4th, 2018**, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from dividends.

8. Approval of the date of **June 15th, 2018** 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 **RON 471,041,660** by issuing **471,041,660 new shares**, at a nominal value of RON 1/share as well the determination of the price at the value of RON 0 (zero) 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 the capitalization of reserves from the net profit of the year 2017 in amount of RON 471,041,660, by issuing a number of 471,041,660 shares, with a nominal value of RON 1/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)
<b>Capitalization of reserves from the net profit of the year 2017</b>	<b>471,041,660</b>

Considering the above, each shareholder registered on the registration date, August 3<sup>rd</sup> 2018, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (471,041,660 / 4,341,439,404 \text{ lei})$ .

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 **35,000,000** shares (0.8062% 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 4 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. Information regarding the acquisition of holdings in the capital of Victoriabank SA, Bancpost SA, ERB Retail Services IFN SA and ERB Leasing IFN SA as well as preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Bancpost S.A. (absorbed company).
4. Approval of the date of **August 3<sup>rd</sup>, 2018** as the **registration date** and of the **ex-date** – **August 2<sup>nd</sup>, 2018**, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.
5. Approval of the date of **August 6<sup>th</sup>, 2018** as the payment date for distribution of shares following the share capital increase.
6. 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**