



**BT Capital Partners**<sup>®</sup>  
Grupul Financiar Banca Transilvania

Capitalul social: 15.425.604,60 lei  
C.U.I.: RO 6838953  
Nr. de ordine in Registrul Comertului: J12/3156/1994  
Cont: RO48BTRL01301202925689XX Banca Transilvania Cluj  
Decizia CNVM: 2330/22.07.2003; Registru CNVM:PJR01SSIF/120022  
ODCP nr.: 6415

# **INFORMATION DOCUMENT REGARDING THE FREE ALLOCATION OF BT SHARES TO THE PERSONNEL OF BANCA TRANSILVANIA FINANCIAL GROUP**

**30.035.756 shares**

**(Information document in accordance with Appendix  
no. 4 of the F.S.A. Regulation no. 5/2018)**

**Intermediary**



**BT Capital Partners**<sup>®</sup>  
Grupul Financiar Banca Transilvania

**Cluj-Napoca, no. 74-76, Constantin Brâncuși Street, ground floor  
Cluj County**

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## 1. Individuals responsible for the procedure

### 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 **Ömer Tetik** – Chief Executive Officer.

BT CAPITAL PARTNERS S.A. with its headquarters in Cluj-Napoca, no. 74-76, Constantin Brâncuși Street, registered at the Cluj Trade Registry Office with the number J12/3156/04.11.1994, individual registration number 6838953, represented by **Mihai Milchiș** – Deputy General Manager.

**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 Ömer 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 Capital Partners S.A., represented by Mihai Milchiș – Deputy General Manager, 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: 4.815.093.171 lei
- Number of shares issued 4.815.093.171 shares
- Nominal value of a share RON 1

## 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 25<sup>th</sup> of April 2018, published in the Official Journal of Romania, part IV, no. 1951/22.05.2018, approved by public vote, with unanimity, the BT shares' buy-back on the capital market, in order to implement through a *stock option plan*, a remuneration system which respects the principle of long term performance and personnel loyalty for a minimum period of 3 years, as well as fix remuneration payments.

In accordance with the Board of Directors' Resolution no.1 of 30.05.2019 as stated in the power delegated to the Board by the Extraordinary General Shareholders' Meeting of April 25<sup>th</sup>, 2018, the Board decided to include a number of 30.000.000 shares in a loyalty program for the personnel of the bank and for the personnel of the Banca Transilvania Financial Group free of charge, respectively, at a preferential price of RON 0.

In accordance with the Board of Directors' Resolution no.2 of 30.05.2019, as stated in the power delegated to the Board by the Extraordinary General Shareholders' Meeting of April 25<sup>th</sup>, 2018, the Board decided to include a number of 35.756 shares in a loyalty program for the personnel of the bank and for the personnel of the Banca Transilvania Financial Group free of charge respectively, at a preferential price of RON 0. The above mentioned shares, transferred free of charge, in number of 35.756 are the results of the compensation following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provision, referring to the capital share increase approved by the General Shareholders' Meeting, through the decision from the 25<sup>th</sup> of April 2018., as well as a result of alignment with the solid banking legislation regarding remuneration policies.

The personnel to which shares will be allocated for purchase at a at a preferential price of RON 0 are the members of the Board of Directors, to the General and Deputy Managers as well as to the regional managers, dealers, head dealers and other types of employees within the Banca Transilvania Financial Group and BT subsidiaries.

The transfer of the property of the before mentioned shares to the personnel of Banca Transilvania Financial Group 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 management 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 management 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, with the purpose of including a number of 30.000.000 shares in a loyalty program for the personnel of the bank and for the personnel of the Banca Transilvania Financial Group respectively free of charge, at a preferential price of RON 0.

Also taking in consideration, the compensation following the application of the algorithm and the rounding of the results and the alignment with the solid banking legislation regarding remuneration policies, in accordance with the applicable legal provision the Board of Directors has decided to include a number of 35.756 shares in a loyalty program for the personnel of the bank and for the personnel of the Banca Transilvania Financial Group.

As such, based on the two operations approved by the Board of Directors on 30<sup>th</sup> of May 2019, a total number of 30.035.756 shares will be included in a loyalty program for the personnel of the bank.

The personnel which will shares which will be allowed to purchase the shares are the members of the Board of Directors, to the General and Deputy Managers as well as to the regional managers, dealers, head dealers and other types of employees within the Banca Transilvania Financial Group.

Through the Board of Directors' Resolution no.1 and no.2 of 30.05.2019, adopted on the basis of the power delegated to the Board by the Extraordinary General Shareholders' Meeting of April 25<sup>th</sup>, 2018, the Board of Directors has decided that the shares will be allocated to the members of the Board of Directors, to the General and Deputy General Managers as well as to the regional managers, dealers, head dealers and other types of employees of the Banca Transilvania Financial Group who fulfil the following requirements:

- The have shown outstanding results in 2018;
- Have been highly and actively involved in the achievements of the targets of the bank/unit/division of which they are a part of and/or of which they are the managers;
- They accepted the limitations imposed by the loyalty plan/stock option plan approved by the Board of Directors;
- 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, including Mr. Ömer Tetik - CEO.

**3.4. Description of the type ad class of the securities that 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 Financial Group's management and personnel will take place after the communication of the present document to the Central Depository, in accordance with the law.

**3.6. Subscription price**

As stated in the Board of Directors' Resolutions no.1 and no. 2 from 30<sup>th</sup> May 2019, the Board has decided the allocation of 30.035.756 shares towards the personnel of the bank, and for the personnel of the Banca Transilvania Financial Group, at a preferential price of RON 0.

**3.7. The intermediary which aided in the drafting of the information document  
The intermediary's name**

BT Capital Partners  
Constantin Brâncuși, no.74-76, ground floor  
Cluj-Napoca

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

In accordance with art. 16, para. (3), lit. b., point 5 of the Law no.24/2017, 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 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 headquarters or is registered in the European Union and that the company issues a document with the minimum content previewed in Appendix no. 4 of FSA Regulation no. 5/2018.

**ISSUER**  
**BANCA TRANSILVANIA S.A.**  
**Chief Executive Officer**  
**Ömer Tetik**

**INTERMEDIARY**  
**BT CAPITAL PARTNERS S.A.**  
**Deputy General Manager**  
**Mihai Milchiș**