

**CURRENT REPORT in accordance with Law 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations**

**Date: 29.04.2020**

**BANCA TRANSILVANIA S.A. CLUJ-NAPOCA**

<b>Headquarters:</b>	Cluj-Napoca, no. 8 G. Baritiu Street
<b>Telephone/fax number:</b>	0264/407150/407179
<b>Registry of Commerce registration number:</b>	J12/4155/1993
<b>Individual identification number:</b>	5022670
<b>Subscribed and paid-up capital:</b>	RON 5,216,090,590
<b>Legal Stock Market:</b>	Bucharest Stock Exchange

**1. Important events to report:**

- a) Change of control of the issuer – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency/judicial reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.
- e) Other events: The decisions of the Ordinary and Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 29<sup>th</sup> of April 2020, 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 75,45% of the total number of shares with voting right, respectively 3.909.309.229 of the shares, voted via correspondence ballot.

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 proposals for the meeting secretaries and technical secretaries, as follows:  
Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Approval of the annual statutory IFRS financial statements for the 2019 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.
3. Approval of the net profit distribution in the sum of RON 1,620,511,500 as follows:  
allocation of the sum of RON 231,366,623 for legal and other reserves, of the sum of RON 1,389,144,877 lei for net profit reserves to be distributed, of which RON 600,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1150286771.
4. Discharge of administrators for the 2019 exercise.
5. Approval of the revenue and expenditure budget and the investment plan for 2020 (business plan for 2020).

**2020: Incomes and expenses budget:**

INDICATOR	RON Million
Operating Income	3.404
Operating Expenses	(1.841)
Provisions (net)	(955)
<b>GROSS PROFIT</b>	<b>608</b>

**2020: Investment Plan for Banca Transilvania:**

- Branches + buildings: RON 48 million
- Investments IT and cards: RON 183 million
- Digital initiatives: RON 33 million
- Cash processing center: RON 31 million
- Security: RON 10 million
- Miscellaneous: RON 18 million

**TOTAL INVESTMENT (VAT included): RON 323 million**

6. Maintaining the directors' remuneration, as well as approval of a maximum 0.8% cap of shareholders' equity of additional remunerations (fixed and variable) granted to directors and managers for 2020.

7. Approval of KPMG Audit SRL as the financial auditor for the Bank who will audit the financial situations of the Bank for the 2020-2023 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.
8. Approval of the date of October 5th, 2020 as the registration date and of the ex date – October 2nd, 2020, 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.
9. Approval of the date of October 16th, 2020 as the payment date for dividend distribution.
10. 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. Approval of the proposals for the meeting secretaries and technical secretaries, as follows: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Increase of the share capital with the amount of RON 521.609.059 by issuing 521.609.059 new shares, at a nominal value of RON 1/share as well establishing a price of RON 0 (zero) to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2019, in amount of RON 521.609.059, by issuing a number of 521.609.059 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 2019</b>	<b>521.609.059</b>

Considering the above, each shareholder registered on the registration date, October 15<sup>th</sup> 2020, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (521.609.059 / \text{RON } 5.216.090.590)$ .

The purpose of the capital increase is to sustain the current activity of the company.

- 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 (0.67% 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.

- Takes notice of initiation of the purchase procedure of a shareholding in OCN Microinvest SRL.

- Changes to the Articles of Incorporation as follows:

Changes to art. 14 – Leaders’ Committee, as follows:

*Leaders’ Committee*

*The management, organization and coordination of the bank’s current business is ensured by the leaders (directors) of the bank (Chief Executive Officers and deputy CEOs), appointed by the Board of Directors, who together form the Leaders’ Committee. The Chief Executive Officer and deputy CEOs will form together the Leaders’ Committee. The Board of Directors mandates the bank’s leaders to exercise jointly the powers of organization and management of the bank’s activity. The bank leaders are vested with the rights, obligations and responsibilities provided in the relevant legislation and the*

*Articles of Association for the activities they coordinate according to the bank's organization chart, including the right to represent the Bank in relation to third parties. The leaders may, based on the received mandate, delegate some of their responsibilities in a clear and transparent way to specific committees/other structures or individually the Banks' employees. The Leaders' Committee shall adopt decisions by consensus; in case of disagreement, the subject will be forwarded to the Board of Directors. The Bank is validly bound in property related operations and current business in line with the internal regulations.*

6. Approval of the date of October 15th, 2020 as the registration date and of the ex-date – October 14th, 2020, 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.
7. Approval of the date of October 16th, 2020 as the payment date for distribution of shares following the share capital increase.
8. 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**