

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: 16.10.2020

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters:	Cluj-Napoca, 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 5,216,090,590
Legal Stock Market:	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/juridical reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.
- e) Other events:**

Banca Transilvania S.A would like to place at the investor's disposal the informative document regarding the offering or allocation of free shares (drawn up in accordance with Annex no. 2 of the Regulation no. 5/2018).

We also wish to specify that, in accordance with the Extraordinary GSM Decision of 29.04.2020, the operations regarding the increase in capital with RON 521,609,059 are finalised.

CHIEF EXECUTIVE OFFICER
ÖMER TETIK

CHIEF GOVERNANCE OFFICER
IOANA OLANESCU

INFORMATION DOCUMENT FOR SHAREHOLDERS REGARDING THE GRANTING OR ALLOCATION OF FREE SHARES (PREPARED IN ACCORDANCE WITH APPENDIX NO. 2 FROM REG. FSA NO. 5/2018)

1. Individuals responsible for the procedure

1.1. Name and position of the individuals and/or name and registered office of the companies responsible for the information included in the information document.

BANCA TRANSILVANIA S.A., having its registered office in Cluj-Napoca, no. 8, G. Barițiu Street, registered at the Cluj Trade Registry Office with the number J12/4155/16.12.1993, Tax Identification Number 5022670, duly represented by Omer Tetik – Chief Executive Officer and Ioana Olanescu – Chief Governance Officer

BT CAPITAL PARTNERS S.A. having its registered office in Cluj-Napoca, str. Constantin Brâncuși, no. 74-76, parter, registered with the Cluj Trade Register Office under number J12/3156/04.11.1994, tax identification number 6838953, duly represented by Daniela Secara –Chief Executive Officer and Mirela Buduroiu - Deputy Chief Executive Officer

1.2. Statements made by the individuals mentioned under 1.1, by which they declare that, to their knowledge, the information in the presentation document is true to reality.

Upon verification of this prospectus, BANCA TRANSILVANIA S.A., represented by Omer Tetik - CEO and Ioana Olanescu - Chief Governance Officer, assumes the 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 content of the document.

BT CAPITAL PARTNERS S.A., represented by Daniela Secara - CEO and Mirela Buduroiu- Deputy CEO, declares that, to its knowledge, the information provided in the document is real and without omissions, which might significantly affect the content of the document.

2. General information about the issuer

2.1. Name, registered office, tax identification number and company registration number with the Trade Register Office.

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

Registered office: Str. George Baritiu Nr. 8
Cluj-Napoca, Romania;

Company registration: registered with the Trade Register Office attached to Cluj Tribunal under number J12/4155/16.12.1993, tax identification number 5022670.

2.2. Share capital:

- **Value of the subscribed, paid-up capital:** RON 5,216,090,590
- **Number of shares issued** 5,216,090,590 shares
- **Nominal value of a share** RON 1

3. Information concerning the free shares granted to the company's shareholders

3.1. Decisions regarding the increase in the share capital which imply the offer of free shares to the existing shareholders.

The Extraordinary General Meeting of Shareholders, through the decision of April 29, 2020, decided to increase 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 as the setting of a price of RON 0 for the compensation of the share fractions resulting from the application of the algorithm and the rounding of the results, according to the legal provisions. The increase will be realized by incorporating the reserves from the net profit of the year 2019, amounting RON 521,609,059, by issuing a number of RON 521,609,059 shares, with a nominal value of RON 1/share, to the benefit of the registered shareholders in the Shareholders' Register held by the Central Depository at the registration date established by the GMS.

Each shareholder registered at the registration date, 15 October 2020, will receive, free of charge, for each 100 shares owned, a total number of shares, calculated by the following formula $100 \times (521,609,059 / 5,216,090,590 \text{ RON})$.

3.2. The registration date as established by the GMS/BoD, as applicable, for the identification of the shareholders who benefit from the granting or allocation of free shares.

The registration date as approved by the EGMS for the identification of the shareholders is 15th October 2020.

3.3. Description of the share capital increase:

- the reason of the share capital increase;
- the value and the source of the share capital increase;
- the number of shares issued for the share capital increase.

The funds obtained from the increase of the share capital shall be used to sustain the current activity of the company.

The Extraordinary General Meeting of Shareholders, through the decision of 29.04.2020, decided to increase the share capital of Banca Transilvania with the amount of RON 521,609,059 from RON 5,216,090,590 to RON 5,737,699,649, by issuing 521,609,059 new shares, at a nominal value of RON 1/share. The increase will be realized by incorporating the reserves from the net profit of the year 2019, amounting RON 521,609,059, by issuing a number of 521,609,059 shares, with a nominal value of RON 1/share, to the benefit of the registered shareholders in the Shareholders' Register held by the Central Depository at the registration date established by the GMS.

3.4. Description of the type and class of the securities granted or allocated. The number of free shares allocated for each share owned.

The securities offered are dematerialized nominal shares. Each shareholder registered at the registration date, 15 October 2020, will receive, free of charge, for each 100 shares owned, a total number of shares, calculated by the following formula $100 \times (521,609,059 / 5,216,090,590 \text{ RON})$.

3.5. The value of the increased share capital

The value of the increased share capital is RON 5,737,699,649.

3.6. The intermediary which helped the issuer with the preparation of the presentation document.

Intermediary's name: **BT Capital Partners S.A.**

Address: **str. Constantin Brâncuși, no. 74-76, parter, Cluj-Napoca**

Company registration: **registered with the Trade Register Office attached to Cluj Tribunal under number J12/3156/04.11.1994, tax identification number 6838953.**

3.7. Other information deemed important by the issuer or by the F.S.A.

In accordance with art. 47 paragraphs (3), letter e) 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 free of charge to the existing shareholders, with the condition that the respective shares are of the same type with the shares already approved for transaction on the same regulated market and that a document containing at least the same information as those existent in Annex no. 2 is available of F.S.A. Regulation no.5/2018.

ISSUER

BANCA TRANSILVANIA S.A.

CHIEF EXECUTIVE OFFICER

Omer Tetik

CHIEF GOVERNANCE OFFICER

Ioana Olanescu

INTERMEDIARY

BT CAPITAL PARTNERS S.A.

CHIEF EXECUTIVE OFFICER

Daniela Secara

DEPUTY CHIEF EXECUTIVE OFFICER

Mirela Buduroiu