



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

Date: 28.04.2016

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:	3.026.037.641 lei
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 Banca Transilvania S.A.**

On the 27th of April 2016, the Ordinary and Extraordinary General Shareholders' Meetings of Banca Transilvania S.A. took place in Cluj-Napoca, at Grand Hotel Italia.

At the Ordinary and Extraordinary Shareholders Meetings shareholders representing 63,50397% of the total number of shares with voting right, respectively 1.921.653.924 of the shares, were present, either in person or by power of attorney.

Following the debates, the Ordinary General Shareholders' Meeting has approved the issues on the schedule of the meeting, in accordance with the convening notice and has issued the following decisions:

1. Approval of the annual statutory IFRS financial statements for the 2015 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, as well as the approval of the proposed profit distribution.

Financial Statements

2015: Statements:	IFRS	Individual	Financial
INDICATOR			Millions lei
Total assets			47.342,67
Total debts			41.224,90
Total shareholders' equity			6.117,76
Profit before taxes			2.265,13
Net profit			2.417,67

2015: Proposal of profit distribution IFRS:

	Sums (lei)
Gross Profit	2.265.129.335
Legal and other reserves	113.256.467
Income tax	-152.539.109
Net profit to be distributed	2.304.411.977

The GSM has approved the distribution of dividends in the total sum of 1.200.000.000 lei while the gross dividend per share will be 0,3965581868 lei.

2015: IFRS Consolidated financial statements:

INDICATOR	Millions lei
Total assets	47.579,09
Total debts	41.338,28
Total shareholders' equity	6.240,81
Profit before taxes	2.300,72
Net profit	2.448,02

2. Discharge of directors for 2015.
3. Approval of the revenue and expenditure budget and the investment plan for 2016 (business plan for 2016).

2016: Revenue and Expenditure Budget:

INDICATOR	Millions lei
Operational Income	2.738
Operational Expenses	1.137
Provisions (net)	694
GROSS PROFIT	907

2016: Banca Transilvania's Investment Plan:

- BT Branches + other buildings: 54,07 mln. lei
- Investments IT and cards: 74,72 mln. lei
- Security: 13,73 mln. lei
- Miscellaneous: 14,73 mln. Lei
- Special Projects: 26,40 mln. lei
- **TOTAL INVESTMENTS (VAT included): 183,65 mil. lei**

4. Establishing the directors' remuneration for 2016, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.

5. Election of Costel (Doru) Lionachescu as director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy;

6. Approval of the date of **May 31, 2016** as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex-date - **May 30, 2016**.

7. Approval of the date of **June 17, 2016** as the payment date for dividend distribution.

8. 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 approved the issues on the schedule of the meeting, in accordance with the convening notice and has issued the following decisions:

1. Increase of the share capital with the amount of 620.000.000 lei by issuing 620.000.000 new shares, at a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following sources:
 - a) capitalization of reserves from the net profit of the year 2015 in amount of 620.000.000 lei, by issuing a number of 620.000.000 lei, with a nominal value of 1 leu/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;

Sums proposed for capital increase	Sums (lei)
Capitalization of reserves from the net profit of the year 2015	620.000.000

As such, each shareholder registered on the registration date, 31 May 2016, will receive, free of charge, for every 100 shares owned, a number of shares calculated in accordance with the following formula $100 \times (620.000.000 / 3.026.037.641 \text{ lei})$.

The capital increase will take place in order to maintain 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 **25.000.000** shares (0,826% 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 3,5 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principles and a personnel remuneration program for a period of at least 3 years, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.
3. Approval of the date of **May 31, 2016** as the registration date and of the **ex-date - 30.05.2016**.

4. 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, including the power to set the payment date for the new shares issued.

CHAIRMAN OF THE BOARD OF DIRECTORS

HORIA CIORCILA