

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: 25.04.2019

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 4,815,093,171
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/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 24th of April 2019, 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 63.76% of the total number of shares with voting right, respectively 3,050,829,318 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 2018 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 1,219,390,604 as follows: allocation of the sum of RON 196,188,315 for legal and other reserves, of the sum of RON 1,023,202,289 for net profit reserves to be distributed, of which RON 818,565,850 will be paid as dividends. Approval of a gross dividend per share of RON 0.17.
3. Discharge of administrators for the 2018 exercise.
4. Approval of the revenue and expenditure budget and the investment plan for 2019 (business plan for 2019).

2019: Incomes and expenses budget:

INDICATOR	RON Million
Operating Income	3.711
Operating Expenses	(1.891)
Provisions (net)	(377)
GROSS PROFIT	1.443

2019: Investment Plan for Banca Transilvania:

- Branches + buildings: RON 69 million
- Investments IT and cards: RON 146 million
- Security: RON 12 million
- Miscellaneous: RON 21 million
- Special Projects: RON 38 million

TOTAL INVESTMENT (VAT included): RON 286 million

5. Maintaining the directors' remuneration for 2019 for the members of the Board of Directors and for the Chairman of the Board, as well as the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
6. Approval of the date of **June 5th, 2019** as the registration date and of the ex date – **June 4th, 2019**, 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.
7. Approval of the date of **June 14th, 2019** 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 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 400,824,754** by issuing **400,824,754 new shares**, at a nominal value of RON 1/share, the determination of the price at the value of 0 (zero) lei 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 as well as mandate to the Board of Directors in order to determine a superior value for the price (as the case may be).

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2018 and the reserves from net profit of the previous years in amount of RON 400,824,754, by issuing a number of 400,824,754 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)
Capitalization of reserves from the net profit of the year 2018 and the reserves from net profit of the previous years	400,824,754

Considering the above, each shareholder registered on the registration date, August 2nd 2019, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (400,824,754 / \text{RON } 4,815,093,171)$.

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 (0.7268% 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. Approval of the date of **August 2nd, 2019** as the **registration date** and of the **ex-date** – **August 1st, 2019**, 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.
4. Approval of the date of **August 5th, 2019** as the payment date for distribution of shares following the share capital increase.
5. 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