

Falcon Banking

Prospectus



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- 1 Company Information
- 1.1 Outline of the company
- 1.1.1 Background of the company

Falconetti Banking SRL (hereafter mentioned as Falcon Banking) was incorporated as a limited liability company on August 7th, 2017 under the laws of Gorj County in Romania, having its registered address at Calea Eroilor 2, 210163, Targu-Jiu, Gorj, Romania. Falcon has elected to use the commercial name as Falcon Banking. The incorporation of the Company was initiated by its group company in connection with the restructuring of the group business by transferring certain assets associated with the company business lines, according to the resolutions of board of directors and shareholders' meetings.

Falcon Banking's business and mailing address is as follows:

Falcon Banking

Calea Eroilor 2,

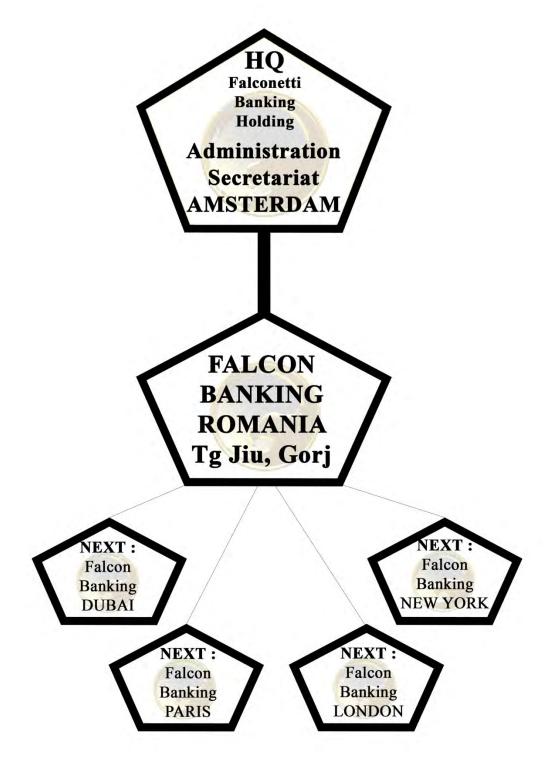
Targu-Jiu, Gorj, 210163, Romania

Telephone: 0040 728 945 338
Website: www.falconbanking.com
Email: info@falconbanking.com
Visiting hours: 10am to 8pm.

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1.1.2 Organizational Structure Organization structure per present including forecast for 2018 :



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1.1.3 Outline of Associated Companies

Falcon Banking is an organization with as goal to provide investment advice and banking services to its clients. To provide the best possible banking service, a partnership with Banca Transilvania (BT) is established. A presentation of our partner Banca Transilvania is included in section 3 of this prospectus. For more information, feel free to contact the responsible BT bank officer Mr. Gheorghe Zgovancu, at telephone number 0040-754-035-411, or via email at: gheorghe.zgovancu@bancatransilvania.ro.

1.2 Description of Business

Falcon Banking is a private investment bank whereby funds received from individuals and companies are invested in gold and/or in one of our many other projects worldwide.

Some of these activities are:

- 1. Purchase and sale of real estate;
- 2. Participation in financial trading programs;
- 3. Private and Corporate loans and mortgages;
- 4. Life settlements and insurances;
 - 5. Acquisition/sale and participation in well-functioning small and large companies.

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1.2.1 Outline of each business segment

1. Investment in precious metals (Gold)

The investment in precious metals, and gold in particular, is our largest and most participated activity. Our worldwide customers either buy their own gold through our organization or we do the buying and selling of the invested gold. Umicore is a producer of gold and silver. They are accredited by the LBMA. All of Umicore's gold bars are marked with the official Umicore Feingold 999.9 certification and weight. Additionally, they hold the Good Delivery status which means that they are recognized world-wide as pure gold (999.9/1000). Umicore gold bars can be traded at any precious metal business or professional purchasing organization without needing any futher analysis. Thanks to our worldwide collaboration with the largest gold melting companies, Falcon Banking can offer a 20 % discount on the spot price.



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2. Purchase and sale of real estate

Our Real Estate program is focused mainly on the area of Constanta (near Black Sea) because the area is in a continuous growth and the number of tourists is higher every year. We have a partnership with a lot of real estate companies in Romania. Through our success in this sector, we were able to provide our clients with an average Return On Investment (ROI) of 20% a year. For example, one of our partners already build a resort in Constanta (Mamaia):



3. Participation in financial trading programs

Falcon banking provides several options to provide clients participation in Private Placement Programs, which on average has provided them an average ROI of 20-50%.

4. Retail and Corporate loans and mortgages

Falcon banking, together with its partner Banca Transilvania has been able to provide loans and mortgages and thereby being able to provide a ROI of 20% for its clients.

5. Life settlements and insurances

Falcon banking, through its partner Banca Transilvania has been able to provide settlements and insurances ROI of 20% for its clients.

6. Acquisition/sale and participation in well-functioning small and large companies.

With the founds we receive from the investors we buy and sell companies all over the world (agriculture, restaurants, gas stations, hotels etc.) which on average has provided them an average ROI of 20-50%.

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2 Management and Shareholds

2.1 Board of Directors

Our company is under dutch management and in control of the board of directors. In Romania, also the management is under dutch control.

2.2 Senior Management

The senior management is appointed by the board of directors and it's staff. In the appointment of each position of the management team, the qualifications of the candidates are considered whether they are suitable to each position.

The following table sets forth the short bio of the senior management of the company.

Name	Title	Nationality	Education
	CIC	Dutch	High School Financial Advisor - Groningen
	CFO	Dutch	High School Financial Services - Amsterdam
	CEO	Romanian	High School of Business Administration – Bucharest
	VP	Romanian	High School of Economy and Business Administration - Craiova

2.3 Corporate Governance

The following committees have been established under the board of directors: an audit committee, a nomination and remuneration committee, a strategy and investment committee and a risk management committee. Each of the committees operates in accordance with terms and standards established by the board of directors.

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Audit Committee

The company has established an audit committee with the terms and standards in compliance with the corporate governance code of the listing rules. The primary duties of the audit committee include, but are not limited to, the following:

- i. review the company's material financial and accounting policies and practices and their implementation, supervise its financial operation status;
- ii. evaluate audit controller's performance and make recommendations to the board;
- iii. review the company's fundamental internal audit system and make recommendations to the board, approve the annual audit plan and budget, direct the internal audit process and monitor its effectiveness;
- iv. review annually the soundness and effectiveness of its internal control system, promptly consider and process any major complaints;
- v. coordinate between the internal and external auditor, supervise the improvement and implementation of any significant findings arising out of the internal and external audit;
- vi. make recommendations to the board on the appointment, removal, and remuneration of the external auditor, supervise the external auditor's independence and objectivity, and the effectiveness of the audit process in accordance with applicable standards;
- vii. ensure that the board will provide a timely response to the issues raised in the external auditor's management letter;
- viii. review the annual audit report prepared by the external auditor and other professional recommendations;
- ix. perform an initial assessment on any related transactions that are to be approved at a shareholders' meeting and board meeting and submit it to the board for approval;
- x. review and approve or accept filings of related transaction as authorized by the board; and
- xi. perform other duties as required by applicable laws, regulations, or other matters authorized by the board.

Nomination and Remuneration Committee

The company has established an audit committee with the terms and standards in compliance with the corporate governance code of the listing rules. The primary duties of the nomination and remuneration committee include, but are not limited to, the following:

- i. study the selection standards and procedures for the directors and senior management hired by the board, review at least annually the structure, size and composition of the board and make recommendations on any proposed changes to the board to complement the corporate strategy;
- ii. broadly search for qualified individuals as candidates suitably to become the director and senior management;

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- iii. review and approve the remuneration proposals of directors and senior management hired by the board with reference to the board's corporate goals and objectives; and
- iv. make independent and prudent suggestions relating to the dismissal or removal of directors.

Strategy and Investment Committee

Falcon Banking has established an audit committee with the terms and standards in compliance with the corporate governance code of the listing rules. The primary duties of the strategy and investment committee include, but are not limited to, the following:

- review and make proposals on the general development strategy and specific strategic development plans, and make recommendations to the board;
- ii. evaluate factors that may have an impact on the strategic development plans and its implementation in light of domestic and international economic financial conditions and market changes and make prompt strategic adjustment recommendations to the board;
- iii. review the annual financial budget and final accounts plans, and make recommendations to the board:
- iv. review the external investment proposals and explain them at shareholders' and board meetings upon their request;
- v. develop and revise policies related to the corporate governance, and make recommendations to the board;
- vi. supervise the directors and senior management's training and continuing professional development;
- vii. develop, amend and supervise the internal code of conduct for the directors and employees; and
- viii. supervise the disclosure on corporate governance in compliance with the relevant rules and regulations of the stock exchange on which the company's shares are listed.

Risk Management Committee

The company has established an audit committee with the terms and standards in compliance with the corporate governance code of the listing rules. The primary duties of the risk management committee include, but are not limited to, the following:

- i. be responsible for the risk management, be completely familiar with the significant risks and the corresponding management status, supervise the operational effectiveness of the risk management controls;
- ii. review the overall goals, fundamental policies and procedures for risk management, and make suggestions and recommendations to the board;
- iii. review and approve the risk management organization and corresponding responsibilities, and make suggestions and recommendations to the board;

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- iv. review the annual risk assessment report and make suggestions and recommendations to the board;
- v. review and submit the annual compliance report to the board; and

Title

CIC

vi. develop and amend the internal compliance code applicable to the employees and directors, assess and supervise the compliance policies and status, and make recommendations to the board.

2.4 Shareholders

Name

The following table sets out the general information on the major shareholders of Falcon Banking.

Percentage of Ownership

	CFO	49
100		

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3 Financial information of our partner bank, Transilvania Bank Romania, Tg Jiu, Gorj.



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The information contained in the present document has not been independently verified and no representation or warranty expressed or implied is made as to, and no reliance should be placed on the fairness, accuracy, completeness or correctness of this information or opinions contained herein.

Banca Transilvania cautions readers that no forward-looking statement that may be contained in the present document is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made, and Banca Transilvania undertakes no obligation to update publicly any of them in light of new information or future events.

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Banking Sector Dynamics 2 2015 Preliminary highlights 3 Performance in 2015 4 Overview of Business Lines 5 BT Financial Group

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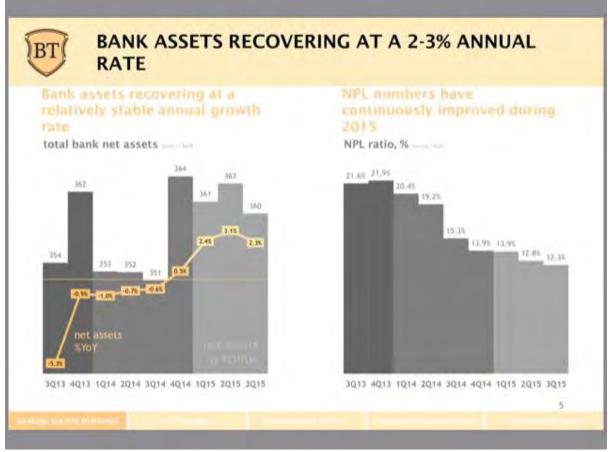
ROMANIAN BANKING SECTOR - 2015 briefing

- The Romanian banking system stays solid:
 - average CAR at 18.7%
 - NPL ratio markedly improved to less than 12% from cca. 22% in 2013
- The non-government loans rose by 3.6% ytd, as the increase of the RON component (by 20.6% ytd) counterbalanced the decline of the FX component (by 9.7%)

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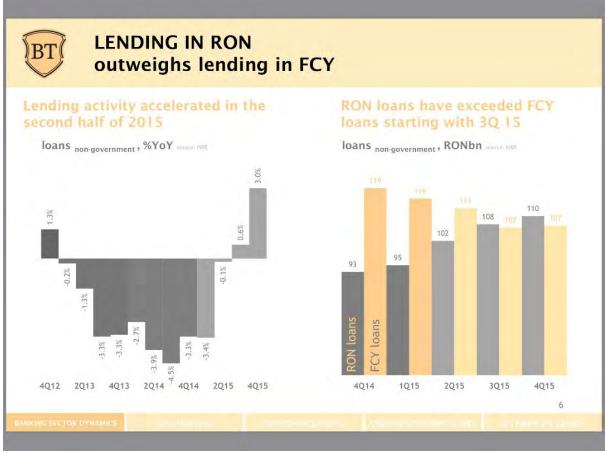
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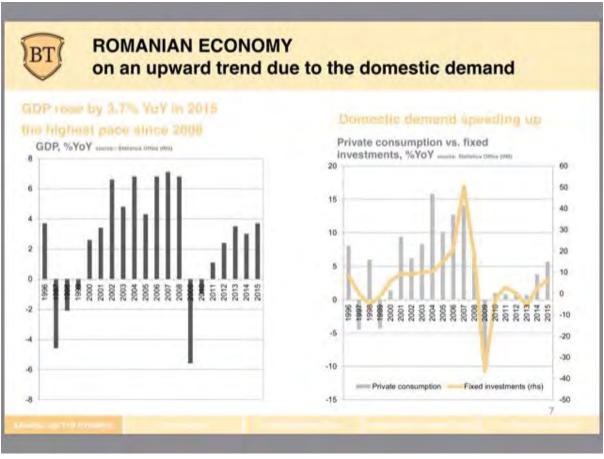
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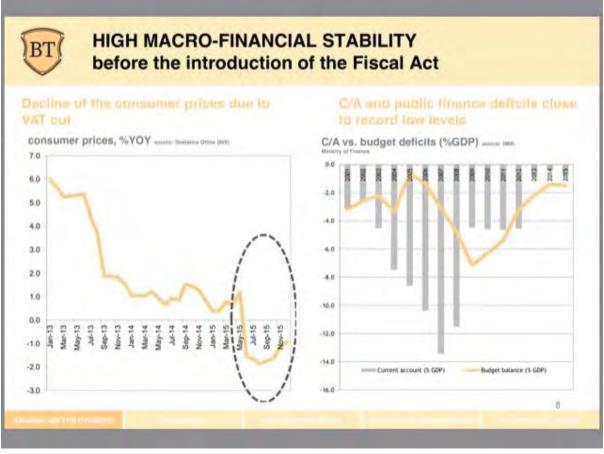
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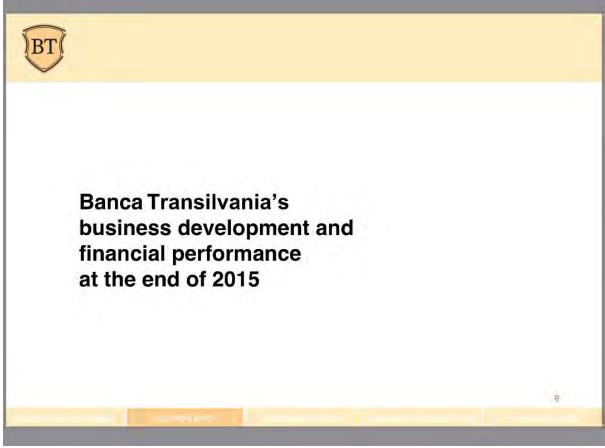
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Falcon Banking

		VTD Dec'15	VTD Dec 14	
Mil. Ro	DN .	(unaudited)	(audited)	Λ
Opera	ting income	2,286.2	2,000.5	14.33
Opera	ting expenses	(1,341,9)	(828.4)	62.0
Bargai	ning gain	1,650.6		
Gross	profit before provisions	2,594.9	1,172.1	(21.8)
Net in	come	2,418.0	434.3	456.7
EPS III	10.	0.80	0.15	448.6
Cost o	risk (%)	1.16%	3.3%	65.1
NIM (%)	3.1%	3.4%	0.3 p
ROE w	ithout Bargaining gain (%)	18.6%	12.8%	5.60
ROE w	ith Bargaining gain (%)	45.4%		
Cost-ti	o-income ratio (%) without Bargaining gain	58.7%	41.4%	17.10
Cost-ti	o-income ratio (%) with Bargaining gain	34.1%		34.1 p
-		Dec-15	Dec-14	N.
Gross	oans to customers	28,790.6	20,020.0	43.8
II Depos	ts from customers	38,395.3	30,045.5	37.8
Loans	to-deposits ratio	75.0%	66.6%	8.45
NPL ra	tio	9.7%	10.9%	1.10
5		Dec-15	Dec-14	Δ
Total		6,016.4	3,702.0	62.5
Tier 1	capital ratio (profit included)	21,2%	15.5%	
Total	capital ratio (profit included)	22.6%	17.3%	

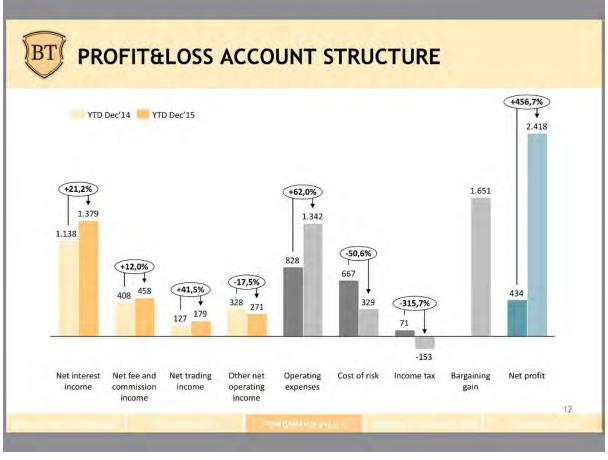
Prospectus - 20 - Falcon Banking



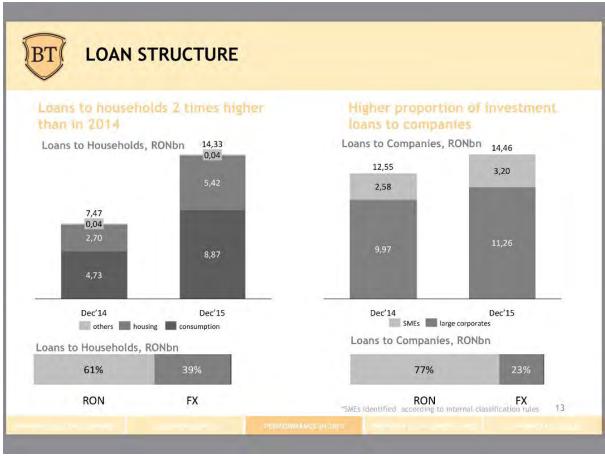
at a glance	
Total assets at RON 47.2 bn	Organic growth of loan portfolio in 2015 disregarding VBRO acquisition Boost due to VBRO acquisition Significant growth of customer deposits
Capital adequacy ratio at 22.6%	Strong capital base, supporting organic and non organic growth
Net fees and commissions at RON 457.6 mn 11.00 to	Driven by increased number of operations and additional cross-sell
CoR on a sound path	Positively affected by the fair value adjustments estimated for the loan portfolio transferred from VBRO, as well as the positive effect of other programs at Volksbank level
- W.	CoR at 1.16% as compared to 3.3% as of end of 2014
Net profit at	Operating income positively influenced by increase in commission income and trading income
RON 2,418 mn	Net profit reflects the 9 months result of VBRO and also the bargaining gain linked to the acquisition
F-+ 11-5 + F0 70	Cost to income was negatively influenced by one-off type of expenses linked to YBRO integration
Cost/Income at 58.7%	■ Without the 9 months results of VBRO and without one-offs cost to income is below 50%

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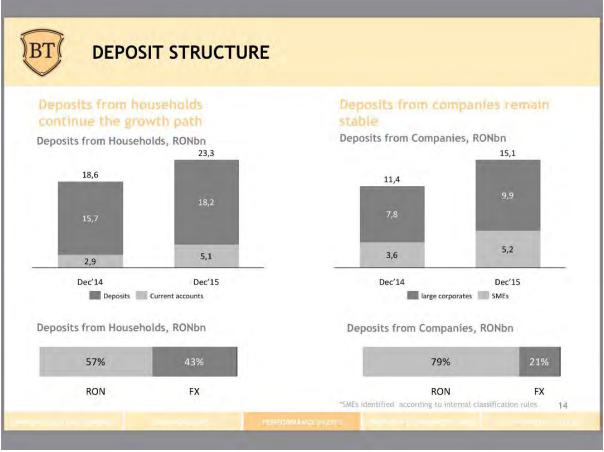


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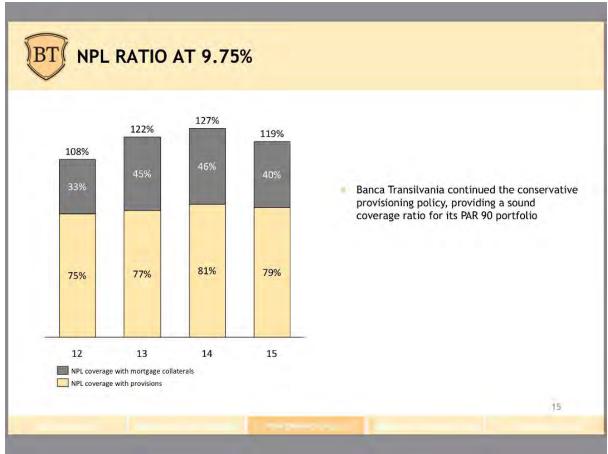
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YTD Dec'15 Highlights -	Consolidati	ed ligures	
MII. RON	Dec-15 (unaudited)	Dec-14 (audited)))
Operating income	2,382.6	2,078.0	14.7%
Operating expenses	(1,401.3)	(878.0)	59.63
Bargaining gain	1,650.6		
Gross profit before provisions	2,631.8	1,200.1	119(3)
Net income	2,448.8	442.5	453.5%
Net income EPS NOW	0.8	0.1	465.70
Cost of risk (%) ROE without Bargaining gain (%)	1.17%	2.5%	
ROE without Bargaining gain (%)	18.3%	17.7%	
ROE with Bargaining gain (%)	45.1%		
Cost-to-income ratio (%) without Bargaining gain	58.8%	42,2%	
Cost-to-income ratio (%) with Bargaining gain	34.7%		
EE	Dec' 15	Dec'14	4
Gross loans to customers	28,254.6	20,332.1	39.00
Deposits from customers	38,301.7	29,994.9	27.7%
Loans-to-deposits ratio (%)	73.8%	67.8%	
Total equity	6,140.0	3,797.3	61.73
Tier 1 capital ratio (profit included) (%)	21.8%	15,8%	
Total capital ratio (profit included) (%)	23.2%	17.6%	

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IFRS, Individual, RONmn	Dec-15* unaudited	Dec-14 audited	Δ	
Net interest income	1,378.7	1,137.6	21,21	
Net fee and commission income	457.6	408.4	12-020	
Net trading income	179.4	126.8	41.5%	
Other net income	270,5	327.7	-17:9%	
Operating income	2,286.2	2,000.5	14,3%	
Personnel expenses	(651.6)	(451,6)	44.31	
DEA	(77.6)	(57.4)	35.37	
Other operating expenses	(612.7)	(319.4)	91,8%	
Operating expenses	(1,341.9)	(828.4)	62,0%	
Cost of risk	(329.4)	(667.1)	-50.6W	
Bargaining Gain	1,650.6			
Net income before taxation	2,265.5	505.0	3(0,6)	
Income tax expense	152.5	(70.7)	-315.7%	
Net income after taxation	2,418.0	434.3	456,7%	

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	Dent-15*	Det-14	
IFRS, Individual, RON mn	unaudited	audited	Δ
Cash & cash equivalents	5,104.9	4,226.0	20.8%
Placements with banks	3,569.8	2,216.1	85.1%
Loans to customers, net	25,107.5	17,517.2	46.75
T-bills & securities	12,481.0	11,068.0	12.89
Fixed assets	409.1	360.1	13,6%
Participations	84.9	74.9	18,4%
Other assets	483.3	157.3	207:3%
Total assets	47,240.5	35,619.5	32,6%
Deposits from banks	388.4	133.3	191.49
Deposits customers	38,395.3	30,045.5	27.89
Loans from banks and Fis-	985.1	949.1	3,6%
Subordinated loan	416.4	394.7	6.51
Deferred tax liabilities	0.0	43.7	100.05
Other liabilities	1,038.9	351,3	195.7%
Total liabilities	41,224.1	31,917.6	29.2%
Shareholders' equity	6,016.4	3,702.0	62.5%

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IFR5, consolidated, RONmn*	Dec -15 unaudited	Dec - 1-F audited	Δ	
Net Interest Income	1,421.2	1,175.7	20.01	
Net fee and commission income	487.1	425.5	¥4.590	
Net trading income	178.8	126.8	41.00	
Other net income	295.6	350.0	15.5%	
Operating income	2,382.6	2,078.0	14.7%	
Personnel expenses	(676.8)	(474.4)	40.7%	
D&A	(91.7)	(66.1)	38.61	
Other operating expenses	(632.8)	(337.4)	87,68	
Operating expenses	(1,401,3)	(878.0)	59.6%	
Cost of risk	(330.1)	(684.4)	-51.8%	
Bargaining gain	1,650.6			
Net income before taxation	2,301.8	515.6	346.4%	
Income tax expense	147.0	(73.2)	300,9%	
Net income after taxation	2,448.8	442.5	453.5%	

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IFRS, consolidated, RONmin	Den-15*	Dec-14 audited	Δ
Cash & cash equivalents	5,109.1	4,234.2	20.7%
Placements with banks	3,585,0	2,224,3	67,2%
Loans to customers, net	25,227.4	17,663.0	42.8%
T-bills & securities	12,507.4	11,078.6	12.9
Fixed assets	526.7	412,3	27.71
Participations	0.0	0.0	
Other assets	521.7	183.6	184.1%
Total assets	47,477.4	35,795.9	12.6%
Deposits from banks	388.4	133.3	791.4%
Deposits customers	38,301.7	29,994.9	27.73
Loans from banks and Fls	1,129,7	1,052,7	7.3%
Subordinated loan	416.4	394.7	5.5%
Deferred tax liabilities	0.0	41.0	-100,0%
Other liabilities	1,101,1	381.9	T88 XX
Total liabilities	41,337.4	31,998.7	29.2%
Total equity	6,140.0	3,797.3	61.7%
Total equity	6,140.0	3,797.3	61.7%

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Banca Transilvania HQ

8, G. Baritiu Street, Cluj-Napoca 400027, Romania



+ 40 264 407 150

+ 40 264 407 179 /FAX



investor.relations@btrl.ro



www.bancatransilvania.ro/en/investor-relations www.bancatransilvania.ro www.bt24.ro

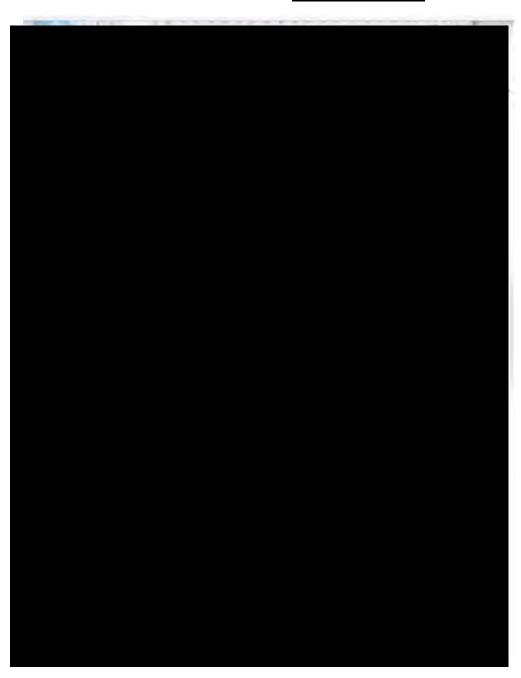


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PASSPORT - CIC Falcon Banking –



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Chamber of Commerce Falcon Holding (Falconetti Holding)

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Chamber of Commerce Falconetti Banking Romania



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You can visit Falconetti Banking in Romania:

Opening hours

From Monday to Saturday from 10.00 to 18.00 hours (24/7 available)-E-mail: info@falconbanking.com

Address Romania FALCON BANKING

Str. Calea Eroilor,nr.2,Targu-Jiu

County : Gorj

Postcode:210163

Telephone number

0040 728 945 338

WWW.FALCONBANKING.COM

E-mail: info@falconbanking.com

We hope with this full prospectus that we gave, you will have a good inside look in Falconetti Banking.

Have a great day,

With kind regards,



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