



**THE DECISIONS ADOPTED BY THE ORDINARY AND EXTRAORDINARY**

**GENERAL SHAREHOLDERS' MEETING**

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

**April 28, 2011**

On 28.04.2011, the Ordinary and the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Belvedere Hotel. The meeting was attended by shareholders and representatives of shareholders, accounting for \_\_\_\_\_% of the share capital, respectively \_\_\_\_\_ shares, thus the meeting was held in compliance with the legal and statutory requirements.

After the debates, the **Ordinary General Shareholders Meeting** adopted the following decisions:

**1 Approval of the financial statements statutory and IFRS for the 2010 financial exercise, in compliance with the NBR order no. 13/2008 and NBR order no. 15/2009, together with the Report of the Council of Administration and of the Independent Auditor as well as the approval of the proposed profit distribution; (adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_: \_\_\_\_\_ votes for, \_\_\_\_\_ votes against and \_\_\_\_\_ abstentions).**

**2. Discharge of administrators for the 2010 exercise (adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes for, \_\_\_\_\_ votes against and \_\_\_\_\_ abstentions).**

**3. Approval of the Budget for expenditure and revenues and the investment plan for 2011 (business plan for 2011); (adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes for, \_\_\_\_\_ votes against and \_\_\_\_\_ abstentions).**

**4. Setting the remuneration of administrators for 2011 exercise, including the ceilings of additional remunerations granted to the administrators and directors;** (adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for**, \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**).

**5. Ratification of Council of Administration's decision of the 29<sup>th</sup> of September 2010 regarding the extension of the service provision contract for an additional period of 2 years with:**

- **S.C. KPMG Audit S.R.L. for auditing the financial statements prepared in accordance with N.B.R. order no. 13/2008 and NBR no. 9/2010;** (adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for**, \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**).

**6. Under the Law no. 297/2004 and the Rules of the National Securities Commission no.1/2006, the registration date (defined as the date to identify the shareholders who are to benefit from the GSM decisions) is proposed to be *May 20, 2011*.**

(adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for**, \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**).

After the debates, the **Extraordinary General Shareholders Meeting** adopted the following decision:

1. Increase of the share capital with the amount of **295.735.713** lei, by issuing 295.735.713 **new shares**, with a face value of 1 leu/share. The increase in the share capital will be carried out by using two sources:
  - a) capitalization of reserves from the net profit of previous years outstanding in the balance sheet as of 31.12.2010 in amount of **206.967.080 lei**, respectively the issue of **206.967.080 new shares** with a face 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 (*proposed date May 20, 2011*);

- b) capitalization of reserves from the net profit of year 2010, outstanding in the balance sheet as of 31.12.2010 in amount of **88.768.633 lei**, respectively the issue of **88.768.633 new shares**, with a face 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 (*proposed date May 20, 2011*);

(adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for**, \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**).

**2. Modification/completion of the Constitutional Act according to the convening notice.**

(adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for**, \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**).

**3. Approval for buying back the bank's own shares, in compliance with the legal applicable requirements, under the following conditions: maximum 14.000.000 shares (0,95% of total shares composing the capital) with nominal value lei 1/share, at a minimum price equal with the BSE market price at the time of acquisition and a maximum price of lei 2/share, for a maximum period of 18 months, starting from the date when the Extraordinary Shareholders' Meeting Decision was published in the Official Gazette, Part IV, in order to implement a retention program for employees for a period of at least 3 years, respectively mandating the Council of Administrators to carry out the application of this decision.** (adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for** \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**)

**4. Under the Law no. 297/2004 and the Rules of the National Securities Commission no.1/2006, the registration date is proposed to be *May 20 2011*.**

(adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for** \_\_\_\_\_ votes **against** and \_\_\_\_\_ **abstentions**)

The Council of Administration is mandated to put in application the decisions adopted by the General Shareholders Meeting (including signing and preparing any documents required for fulfilling the decisions mentioned above).

(adopted with \_\_\_\_\_ votes, representing \_\_\_\_% of the capital share; the number of valid votes is \_\_\_\_\_, of which \_\_\_\_\_ votes **for**, \_\_\_\_\_ votes **against**; \_\_\_\_\_ **abstention**)

**COUNCIL OF ADMINISTRATION**

**CHAIRMAN**

**Horia CIORCILA**