



THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL

SHAREHOLDERS' MEETING

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 29(/30), 2013

On Aprilie 29(/30), 2013, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Grand Hotel Italia in Cluj-Napoca. 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.

1. Increase of the share capital with the amount of 303.393.911 lei by issuing 303.393.911 new shares, with a face value of 1 leu/share. The increase in the share capital will be carried out by using three sources:

- a) capitalization of reserves from the net profit of the year 2012 in amount of **303.393.911 lei**, by issuing a number of 303.393.911 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, 2013);

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

2. Approval of the buyback by the bank of its own shares, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 17.250.000 shares (0,90% of the total shares included in the share capital) with a face value of 1 leu/share at a minimum price equal to the market price on BVB at the moment of the buyback and a maximum price of 2 lei, for a period of maximum 18 months as of the publishing date of the EGM 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 principle and a share retention 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 20, 2013** as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

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