



**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING**

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 29(/30), 2015

On Aprilie 29(/30), 2015, 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 417.379.818 lei by issuing 417.379.818 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 2014 in amount of 406.823.021 lei, by issuing a number of 406.823.021 shares, 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 (proposed date May 29, 2015);
- b) the inclusion of reserves which were generated by bond to share conversion premiums, in the amount of 10.556.797 lei, through the issue of 10.556.797 shares, at a nominal value of 1 leu/share, benefiting the shareholders registered in the Shareholders' Registry, kept by the Central Depository, until the registration date decided by the GSM (proposed date May 29, 2015)

(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 Bank's share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum 20.000.000 shares (0.77% of the total shares included in the share capital) with a nominal 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 3 lei, for a period of maximum 18 months as of the publishing date of the EGM resolution in the Official Monitor 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 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.

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

3. Notification of shareholders in regard to the purchase of all Volksbank Romania S.A./ preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Volksbank Romania S.A. (absorbed company).

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

4. Approval of the date of May 29, 2015 as the registration date and of the date of May 28, 2015 as the ex date.

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

5. Approval of the mandates for the Council of Administration and individually for each of its members, in order to carry out the decisions mentioned above (inclusively for setting the payment date with respect to the newly issued shares).

(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