

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 26, 2017

On April 26, 2017, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Hotel Opera Plaza in Cluj-Napoca.

The meeting was attended by shareholders and representatives of shareholders, accounting for 58,56% of the share capital, respectively 2.125.322.366 shares, thus the meeting was held in compliance with the legal and statutory requirements.

1. Increase of the share capital with the amount of 695.388.129 lei by issuing 695.388.129 new shares, at a nominal value of 1 leu/share as well 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.

The increase in the share capital will be carried out through capitalization of reserves from the net profit of the year 2016 in amount of 695.388.129 lei, by issuing a number of 695.388.129 lei, 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. Considering the above, each shareholder registered on the registration date, August 4th 2017, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (695.388.129 / 3.646.047.792 \text{ lei})$.

The purpose of the capital increase is to sustain the current activity of the company.

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.948.348.102 votes for, 0 votes against; 176.974.264 abstention)

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 25.000.000 shares (0.6856% 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 3,5 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.

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.409.218.031 votes for, 471.062.445 votes against; 245.041.890 abstention)

3. Approval of the date of August 4th, 2017 as the registration date and of the ex-date – August 3rd, 2017.

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.964.588.317 votes for, 12.000 votes against; 160.722.049 abstention)

4. Approval of the date of August 7th, 2017 as the payment date for distribution of shares following the share capital increase.

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.964.588.317 votes for, 12.000 votes against; 160.722.049 abstention)

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.

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.964.600.317 votes for, 0 votes against; 160.722.049 abstention)

BOARD OF DIRECTORS

CHAIRMAN