

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

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

**April 26, 2017**

On April 26, 2017, the Ordinary 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.

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

**1. Approval of the annual statutory IFRS financial statements for the 2016 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor.**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.949.463.496 votes **for**, **0** votes **against**; **175.858.870** abstention)

**2. Approval of the net profit distribution in the sum of 1.228.440.318 lei as follows: allocation of the sum of 314.052.189 lei for legal and other reserves, of the sum of 914.388.129 lei for net profit reserves to be distributed, of which 219.000.000 lei will be paid as dividends. Approval of a gross dividend per share of 0,0600650382 lei.**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which **1.948.174.712** votes **for**, **12.190** votes **against**; **177.135.464** abstention)

**3. Discharge of administrators for the 2016 exercise.**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which **1.831.705.943** votes **for**, **12.190** votes **against**; **293.616.423** abstention)

**4. Approval of the revenue and expenditure budget and the investment plan for 2017 (business plan for 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 **1.964.745.127** votes **for**, **0** votes **against**; **160.577.239** abstention)

**5. Maintaining the directors' remuneration for 2017, as well as setting a maximum cap of additional remunerations (fixed and variable) granted to directors and managers at 0.5% of shareholders' equity.**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which **1.297.438.553** votes **for**, **449.398.320** votes **against**; **378.485.493** abstention)

**6. Election of Mrs. Bordea Ileana for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy (following the death of Roberto Marco Marzanati).**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which **1.202.928.368** votes **for**, **461.104.191** votes **against**; **461.289.807** abstention)

**7. Approval of the date of August 4th, 2017 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date – August 3, 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 **1.962.292.314** votes **for**, **12.000** votes **against**; **163.018.052** abstention)

**8. Approval of the date of August 10<sup>th</sup>, 2017 as the payment date for dividend distribution.**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which 1.962.292.314 votes for, 12.000 votes against; 163.018.052 abstention)

**9. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.**

(adopted with majority of votes; the number of valid votes is 2.125.322.366, representing 58,56% of the capital share, of which **1.962.304.314** votes **for**, **0** votes **against**; **163.018.052** abstention)

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Horia CIORCILA**