

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 26(/27), 2017

On Aprilie 26(/27), 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 _____% 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 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 _____ votes, representing _____% of the capital share; the number of valid votes is _____, of which _____ votes **for**, _____ votes **against**; _____ **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 _____ votes, representing _____% of the capital share; the number of valid votes is _____, of which _____ votes **for**, _____ votes **against**; _____ **abstention**)

3. Discharge of administrators for the 2016 exercise.

(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 revenue and expenditure budget and the investment plan for 2017 (business plan for 2017).

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

5. Maintaining the directors' remuneration for 2017, including the maximum cap of additional remunerations granted to directors and managers.

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

6. Election of a director 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.

Election Director	Total votes cast	Percentage votes cast	For	Against	Abstention
MIRELA ILEANA BORDEA					
CALIMAN LAURENTIU					

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

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

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

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA