

**THE DECISIONS ADOPTED BY THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING****BANCA TRANSILVANIA S.A. CLUJ-NAPOCA****April 25th, 2018**

On April 25th, 2018, 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 60,9475% of the share capital, respectively 2.630.752.058 shares, thus the meeting was held in compliance with the legal and statutory requirements.

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

1. Increase of the share capital with the amount of RON 471,041,660 by issuing 471,041,660 new shares, at a nominal value of RON 1/share as well the determination of the price at the value of RON 0 (zero) 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 the capitalization of reserves from the net profit of the year 2017 in amount of RON 471,041,660, by issuing a number of 471,041,660 shares, with a nominal value of RON 1/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.

Sources for capital increase	Sums (lei)
Capitalization of reserves from the net profit of the year 2017	471.041.660

Considering the above, each shareholder registered on the registration date, August 3rd 2018, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows: $100 \times (471,041,660 / 4,341,439,404 \text{ lei})$.

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 2.630.752.058, representing 60,9475% of the capital share; of which 2.565.446.150 votes **for**, 0 votes **against**; 65.305.908 **abstention**)

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions:

Maximum 35,000,000 shares (0.8062% 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 4 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 2.630.752.058, representing 60,9475% of the capital share; of which 2.070.275.865 votes **for**, 373.386.130 votes **against**; 187.090.063 **abstention**)

3. Takes notice of information regarding the acquisition of holdings in the capital of Victoriabank SA, Bancpost SA, ERB Retail Services IFN SA and ERB Leasing IFN SA.

Preliminary approves the merger (by absorption) between Banca Transilvania S.A. (absorbing company) and Bancpost S.A. (absorbed company)

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.298.817.166 votes **for**, 293.234.237 votes **against**; 38.700.655 **abstention**)

4. Approval of the date of August 3rd, 2018 as the registration date and of the ex-date – August 2nd, 2018, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the

identification of the shareholders who will benefit from the shares allocated following the capital increase.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.552.501.021 votes **for**, 20.033.150 votes **against**; 58.217.887 **abstention**)

5. Approval of the date of August 6th, 2018 as the payment date for distribution of shares following the share capital increase.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.571.744.817 votes **for**, 500 votes **against**; 59.006.741 **abstention**)

6. 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 2.630.752.058, representing 60,9475% of the capital share; of which 2.572.534.171 votes **for**, 0 votes **against**; 58.217.887 **abstention**)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA