

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 25th, 2018

On April 25th, 2018, 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 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 **Ordinary General Shareholders Meeting** adopted the following decisions:

1. Approval of the annual statutory IFRS financial statements for the 2017 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 2.630.752.058, representing 60,9475% of the capital share; of which 2.605.910.542 votes **for**, 0 votes **against**; 24.841.516 **abstention**)

2. Approval of the net profit distribution in the sum of RON 1,185,979,233 as follows: allocation of the sum of RON 104,937,573 for legal and other reserves, of the sum of RON 1,081,041,660 lei for net profit reserves to be distributed, of which RON 610,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1405063951.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.603.831.911 votes **for**, 2.369.967 votes **against**; 24.550.180 **abstention**)

3. Discharge of directors for 2017.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.405.819.092 votes **for**, 2.369.967 votes **against**; 222.562.999 **abstention**)

4. Approval of the revenue and expenditure budget and the investment plan for 2018 (business plan for 2018).

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.606.411.174 votes **for**, 0 votes **against**; 24.340.884 **abstention**)

5. Establishing the directors' remuneration for 2018 at RON 35,000/month for the members of the Board of Directors and RON 50,000/month for the Chairman of the Board, as well as the maximum 0.7% cap of shareholders' equity of additional remunerations granted to directors and managers, at level analysed and proposed by the Board of Directors.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 1.744.764.524 votes **for**, 652.414.501 votes **against**; 233.573.033 **abstention**)

6. Election of the Board of Directors for the 2018-2022 mandate.

| | Valid votes | For (shares and %) | Against (shares and %) | Abstention (shares and %) |
|-----------------------------|---------------|------------------------|------------------------|---------------------------|
| Horia Ciorcila | 2.630.752.058 | 1.726.268.720 65,62 | 145.596.022 5,53 | 512.915.476 19,50 |
| Thomas Grasse | 2.630.752.058 | 1.726.121.950 65,61 | 145.613.008 5,54 | 513.045.260 19,50 |
| Costel Lionachescu | 2.630.752.058 | 1.698.853.042 64,58 | 148.832.854 5,66 | 537.094.322 20,42 |
| Mirela Ileana Bordea | 2.630.752.058 | 1.696.548.723 64,49 | 175.305.519 6,66 | 512.925.976 19,50 |
| Vasile Puscas | 2.630.752.058 | 1.666.342.444 | 173.326.491 | 545.111.283 |

| | | | | |
|-----------------------|---------------|----------------------|--------------------|--------------------|
| | | 63,34 | 6,59 | 20,72 |
| Ivo Gueorguiev | 2.630.752.058 | 1.599.272.264 | 162.865.742 | 622.642.212 |
| | | 60,79 | 6,19 | 23,67 |
| Costel Ceocea | 2.630.752.058 | 1.375.993.852 | 145.613.008 | 863.173.358 |
| | | 52,30 | 5,54 | 32,81 |

7. Approval of the date of June 5th, 2018 as the registration date and of the ex date – June 4th, 2018, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from dividends.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.606.411.674 votes **for**, 0 votes **against**; 24.340.384 **abstention**)

8. Approval of the date of June 15th, 2018 as the payment date for dividend distribution.

(adopted with majority of votes, the number of valid votes is 2.630.752.058, representing 60,9475% of the capital share; of which 2.606.411.674 votes **for**, 0 votes **against**; 24.340.384 **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 2.630.752.058, representing 60,9475% of the capital share; of which 2.606.411.674 votes **for**, 0 votes **against**; 24.340.384 **abstention**)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA