

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 25(/26), 2018

On Aprilie 25(/26), 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 _____% 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 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 _____ 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 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 _____ votes, representing _____% of the capital share; the number of valid votes is _____, of which _____ votes **for**, _____ votes **against**; _____ **abstention**)

3. Discharge of directors for 2017.

(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 2018 (business plan for 2018).

(adopted with _____ votes, representing ____% of the capital share; the number of valid votes is _____, of which _____ votes **for**, _____ votes **against**; _____ **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 percentage cap of shareholders' equity of additional remunerations granted to directors and managers, at level analysed and proposed by the Board of Directors.

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

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

Election Director	Total votes cast	Percentage votes cast	For	Against	Abstention

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 _____ 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 June 15th, 2018 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

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