

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

May 23rd, 2018

On May 23rd, 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 59.72% of the share capital, respectively 2,577,884,626 shares, thus the meeting was held in compliance with the legal and statutory requirements.

Following the debates, the Extraordinary General Meeting of Shareholders has approved the items on the agenda, in accordance with the Convening Notice and has approved the following decisions:

1. Approval of a subordinated bond issue with a fixed or variable interest rate, if applicable, up to a maximum amount of EUR 350 million, with ten-year maturity, in compliance with the legal provisions and the Tier II capital requirements set out in accordance with the Romanian legal framework in force, follow-on the adoption in the internal legislation of the CRD IV provisions (the Bonds).

(adopted with majority of votes; the number of valid votes is 2,577,884,626, representing 59.72% of the capital share; of which **2,577,884,626** votes **for**, **0** votes **against**; **0** abstention)

2. Approval of a public offer having as object the Bonds, which will be addressed to a maximum 150 people (the Offer).

(adopted with majority of votes; the number of valid votes is 2,577,884,626, representing 59.72% of the capital share; of which **2,577,884,626** votes **for**, **0** votes **against**; **0** abstention)

3. Approval by the Company of all necessary actions and formalities, useful and / or appropriate for admitting the Bonds for trading on the regulated market managed by the Bucharest Stock Exchange, following the performance of the Offer (the Admission).

(adopted with majority of votes; the number of valid votes is 2,577,884,626, representing 59.72% of the capital share; of which **2,577,884,626** votes **for**, **0** votes **against**; **0** abstention)

4. Approval of BT Capital Partners S.A designation, a legal entity established and operating in accordance with the Romanian law, with its registered office in Romania, Cluj-Napoca, 74-76 Constantin Brâncuși Street, Brancusi Business Center, Ground Floor, Cluj County, registered with Cluj Trade Register under no. J12 / 3156/1994, EUID: J12 / 3156/1994, tax identification number 6838953, as the Offer's Intermediary.

(adopted with majority of votes; the number of valid votes is 2,577,884,626, representing 59.72% of the capital share; of which **2,577,884,626** votes **for**, **0** votes **against**; **0** abstention)

5. Approval of the empowerment of the Board of Directors, with the possibility of sub delegation, depending on the case:

a) to issue any decision and to fulfill any necessary legal documents and facts, useful and/or convenient for the performance of the decisions of the EGSM, including without limitation, the negotiation, establishment and approval of the Bonds issuing value, the issuing price in accordance with the market conditions, terms of the agreement, disbursements, early repayments,

interests, fees and charges, collaterals, providing any type of tangible collaterals, ensuring the drafting and publication, if necessary of any offer prospectus, as well as the negotiation, approval and signing of any documents related to the Offer and Admission, negotiation and signing of any agreements with intermediaries and consultants and the completion of any necessary legal documents and deeds if they are in accordance with the EGSM decisions;

b) to approve any agreements and/or arrangements concerning the Bonds and / or Offer and / or Admission or any other arrangements, offer prospectus, any subscription agreements, sale, agency, trust of consultancy, certificates, statements, registers, and annexes and any other required documents, to perform any formalities and to authorize and / or execute any other necessary actions so as to give full effects to the issue of Bonds and / or Offer and / or Admission (as appropriate) and to empower the representatives of the Company to sign any such documents, to fulfill any such formalities and to fulfill any such actions; and

c) to sign any documents, in the name and on behalf of the Company, with full power and authority, to file, to request the publication of the decision in the Official Gazette of Romania, Part IV, to collect any documents and to fulfill any necessary formalities in relationship with the Trade Register Office, as well as before any other authority, public institution, legal entity or individual, as well as to execute any operations, in order to fulfill and ensure the legality of the decisions of the EGSM.

(adopted with majority of votes; the number of valid votes is 2,577,884,626, representing 59.72% of the capital share; of which **2,577,884,626** votes **for**, **0** votes **against**; **0** abstention)

6. Approval of the date of June 15th 2018 as registration date and ex-date - June 14th 2018, for the identification of the shareholders entitled to benefit of other rights and to which the effects of the decisions of the EGSM apply.

(adopted with majority of votes; the number of valid votes is 2,577,884,626, representing 59.72% of the capital share; of which **2,577,884,626** votes **for**, **0** votes **against**; **0** abstention)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA