

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

**BANCA TRANSILVANIA S.A. CLUJ-NAPOCA**

**October 16(/17), 2018**

On October 16(/17) 2018, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place 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.

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

**1. Approval of the merger by absorption between Banca Transilvania SA, as an acquiring company, and Bancpost SA, as an acquired company, according to the terms and conditions included in the merger project, and therefore, the approval of the Merger Project and the documents drawn up in relation to it, and all the merger effects, such as, but not being limited to:**

**(i) the dissolution without liquidation of Bancpost SA and the universal transfer of the Bancpost SA assets (patrimony) to Banca Transilvania S.A. in exchange of the assignment towards the Bancpost S.A. shareholders of new shares issued by The Company, under the terms and conditions presented in the Merger Project;**

**(ii) the increase of Banca Transilvania S.A. share capital, under the terms and conditions presented in the Merger Project, and the adequate modification of the BT's Articles of Association; the Bancpost shareholders will receive a number of shares in Banca Transilvania according to the exchange rate indicated in the Merger Project, applied to the number of**

shares they hold in Bancpost at the reference date of the merger approval decision.

**(iii) Granting of a mandate to the Banca Transilvania Board of Directors for the determination of the final value of the BT share capital increase as well as of the merger premium, as stipulated in the Merger Project, having the capacity to decide also on:**

**a) the option to cancel those TLV shares that would have been allocated to the account of Bancpost shares for which the right of withdrawal has been exercised in accordance with the provisions of art. 134 of the Law no. 31/1990;**

**b) the option to cancel those shares issued by Banca Transilvania and which, because of rounding operations, are not allocated to the Bancpost shareholders;**

**c) to set a compensation price for the shares fraction resulting from the rounding down;**

**d) any other items, data, including (but not being limited to, e.g.: the date, the registration date or the payment date, if required) or the events necessary to complete and implement the merger between Banca Transilvania and Bancpost.**

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

**2. The granting of a mandate to Banca Transilvania's Board of Directors, with the right of sub-delegation, to take all the measures and to perform all administrative, economic, financial or legal operations considered necessary or appropriate by them so as to implement the Merger and the Merger itself approval decision, such as, but not being limited to:**

- (i) performing the necessary formalities in order to obtain any approvals from the ASF or any other competent authorities,**
- (ii) establishing and performing, as appropriate, the procedures so as to ensure the exercise of the shareholders' rights in the Merger context;**
- (iii) the signing and submission of any documents, notifications, requests necessary or useful for the completion and enforceability of taking over the entire assets (patrimony) of Bancpost SA starting with the Merger effective date,**
- (iv) representation before the competent Trade Register Offices, the competent Court, FSA, the Central Depository, and any other authority, legal entity or individual, as necessary.**

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

**3. Approval of the bank's articles of association amendment and empowerment of the Board of Directors and individually of its members to carry out the decisions adopted by the EGMS, as follows:**

**Updating Art. 6 - Field of activity with the following activity:**

**"6612- participation in the issue of securities and other financial instruments by subscribing and placing these securities or by placement and provision of services related to such securities;"**

(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**