

CURRENT REPORT in accordance with Law 24/2017 on issuers and market operations and FSA Regulation no. 5/2018 on issuers and market operations

Date: 16.10.2018

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

Headquarters:	Cluj-Napoca, 8 G. Baritiu Street
Telephone/fax number:	0264/407150/407179
Registry of Commerce registration number:	J12/4155/1993
Individual identification number:	5022670
Subscribed and paid-up capital:	RON 4,812,481,064
Legal Stock Market:	Bucharest Stock Exchange

1. Important events to report:

- a) Change of control of the issuer – not applicable.
- b) Acquisition or substantial transaction of assets – not applicable.
- c) Insolvency/judicial reorganisation/bankruptcy procedure – not applicable.
- d) Transactions of the type listed in art. 82 of Law no. 24/2017 – not applicable.
- e) Other events: The decisions of the Extraordinary General Shareholders Meeting of Banca Transilvania**

On the 16th of October 2018, the Extraordinary General Shareholders' Meeting of Banca Transilvania S.A. Cluj-Napoca took place.

At the Extraordinary Shareholders Meeting shareholders representing 60.43% of the total number of shares with voting rights, respectively 2,908,339,294 of the shares, were present, either in person or by power of attorney.

Following the debates, **The Extraordinary General Shareholders Meeting** has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

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. Consequently, the Bancpost S.A. shareholders will receive new shares issued by Banca Transilvania, 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;
 - 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.
2. Approval of 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.
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;"

**BOARD OF DIRECTORS
CHAIRMAN,**

Horia CIORCILĂ