

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 24, 2019

On Aprilie 24, 2019, 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 63.76% of the share capital, respectively 3,050,829,318 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 2018 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, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 3,042,538,637 votes **for**, 0 votes **against**; 3,924,278 **abstention**)

2. Approval of the net profit distribution in the sum of RON 1,219,390,604 as follows: allocation of the sum of RON 196,188,315 for legal and other reserves, of the sum of RON 1,023,202,289 lei for net profit reserves to be distributed, of which RON 818,565,850 will be paid as dividends.

Approval of a gross dividend per share of RON 0.17.

(adopted with majority of votes, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 3,046,462,915 votes **for**, 0 votes **against**; 3,924,278 **abstention**)

3. Approved discharge of directors for 2018.

(adopted with majority of votes, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 3,023,403,247 votes **for**, 15,596,000 votes **against**; 7,463,668 **abstention**)

4. Approval of the revenue and expenditure budget and the investment plan for 2019 (business plan for 2019).

(adopted with majority of votes, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 2,985,153,552 votes **for**, 0 votes **against**; 61,309,363 **abstention**)

5. Maintaining the directors' remuneration for 2019, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.

(adopted with majority of votes, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 2,158,840,235 votes **for**, 706,200,124 votes **against**; 181,422,556 **abstention**)

6. Approval of the date of June 5th, 2019 as the registration date and of the ex date – June 4th, 2019, 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, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 3,046,462,915 votes **for**, 0 votes **against**; 0 **abstention**)

7. Approval of the date of June 14th, 2019 as the payment date for dividend distribution.

(adopted with majority of votes, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 3,046,462,915 votes **for**, 0 votes **against**; 0 **abstention**)

8. 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, representing 63.67% of the capital share; the number of valid votes is 3,046,462,915, of which 3,044,010,682 votes **for**, 0 votes **against**; 2,452,233 **abstention**)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA