

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

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

**April 29, 2020**

On April 29, 2020, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at BT's head office, located in Cluj-Napoca, str. G. Baritiu no. 8. The shareholders voted via correspondence ballot, accounting for 75.45% of the share capital, respectively 3,909,309,229 shares, thus the meeting was held in compliance with the legal and statutory requirements.

After the debates, the **Extraordinary General Shareholders Meeting** adopted the following decisions:

**1. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.**

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,909,309,229 votes **for**, 0 votes **against**, 0 **abstention**)

**2. Increase of the share capital with the amount of RON 521.609.059 by issuing 521.609.059 new shares, at a nominal value of RON 1/share as well establishing a price of RON 0 (zero) to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).**

**The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2019, in amount of**

**RON 521.609.059, by issuing a number of 521.609.059 shares, with a nominal value of RON 1/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GSM.**

Sources for capital increase	Sums (lei)
Capitalization of reserves from the net profit of the year 2019	521.609.059

Considering the above, each shareholder registered on the registration date, October 15<sup>th</sup> 2020, will receive free of charge, for each 100 shares owned, a total number of shares calculated as follows:  $100 \times (521.609.059 / \text{RON } 5.216.090.590)$ .

The purpose of the capital increase is to sustain the current activity of the company.

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,909,309,229 votes **for**, 0 votes **against**, 0 **abstention**)

**3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 35.000.000 shares (0.67% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 4 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.**

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 2,441,581,786 votes **for**, 601,107,559 votes **against**, 866,619,884 **abstention**)

**4. Takes notice of initiation of the purchase procedure of a shareholding in OCN Microinvest SRL.**

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,324,544,699 votes **for**, 507,445,478 votes **against**, 77,319,052 **abstention**)

**5. Changes to the Articles of Incorporation as follows:**

- **Changes to art. 14 – Leaders’ Committee, as follows:**

***Leaders’ Committee***

***The management, organization and coordination of the bank’s current business is ensured by the leaders (directors) of the bank (Chief Executive Officers and deputy CEOs), appointed by the Board of Directors, who together form the Leaders’ Committee. The Chief Executive Officer and deputy CEOs will form together the Leaders’ Committee. The Board of Directors mandates the bank’s leaders to exercise jointly the powers of organization and management of the bank’s activity. The bank leaders are vested with the rights, obligations and responsibilities provided in the relevant legislation and the Articles of Association for the activities they coordinate according to the bank’s organization chart, including the right to represent the Bank in relation to third parties. The leaders may, based on the received mandate, delegate some of their responsibilities in a clear and transparent way to specific committees/other structures or individually the Banks’ employees. The Leaders’ Committee shall adopt decisions by consensus; in case of disagreement, the subject will be forwarded to the Board of Directors. The Bank is validly bound in property related operations and current business in line with the internal regulations.***

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,850,278,504 votes **for**, 0 votes **against**, 59,030,725 **abstention**)

**6. Approval of the date of October 15th, 2020 as the registration date and of the ex-date – October 14th, 2020, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.**

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,270,316,613 votes **for**, 490,216,376 votes **against**, 148,776,240 **abstention**)

**7. Approval of the date of October 16th, 2020 as the payment date for distribution of shares following the share capital increase.**

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,205,537,955 votes **for**, 582,225,395 votes **against**, 121,545,879 **abstention**)

**8. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.**

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,893,764,126 votes **for**, 15,545,103 votes **against**, 0 **abstention**)

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Horia CIORCILA**