

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 29, 2020

On 29 April, 2020, the Ordinary 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 **Ordinary 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 3,908,931,898 votes **for**, 0 votes **against**, 377,331 **abstention**)

2. Approval of the annual statutory IFRS financial statements for the 2019 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 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,904,680,950 votes **for**, 0 votes **against**, 4,628,279 **abstention**)

3. Approval of the net profit distribution in the sum of RON 1,620,511,500 as follows: allocation of the sum of RON 231,366,623 for legal and other reserves, of the sum of RON 1,389,144,877 lei for net profit reserves to be

distributed, of which RON 600,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1150286771.

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,356,978,164 votes **for**, 62,665,036 votes **against**, 489,666,029 **abstention**)

4. Discharge of directors for 2019.

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,876,307,097 votes **for**, 12,140,112 votes **against**, 20,862,020 **abstention**)

5. Approval of the revenue and expenditure budget and the investment plan for 2020 (business plan for 2020).

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,749,090,508 votes **for**, 0 votes **against**, 160,218,721 **abstention**)

6. Maintaining the directors' remuneration, as well as approval of a maximum 0.8% cap of shareholders' equity of additional remunerations (fixed and variable) granted to directors and managers for 2020.

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 2,490,523,977 votes **for**, 912,527,893 votes **against**, 506,257,359 **abstention**)

7. The approval of KPMG Audit SRL as the financial auditor for the Bank who will audit the financial situations of the Bank for the 2020-2023 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229 of which 3,730,346,490 votes **for**, 1,411,912 votes **against**, 177,550,827 **abstention**)

8. Approval of the date of October 5th, 2020 as the registration date and of the ex date – October 2nd, 2020, 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 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 2,704,901,263 votes **for**, 497,609,084 votes **against**, 706,798,882 **abstention**)

9. Approval of the date of October 16th, 2020 as the payment date for dividend distribution.

(adopted with majority of votes, representing 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 2,906,086,700 votes **for**, 497,609,084 votes **against**, 505,613,445 **abstention**; **approval refers strictly to version a mentioned above**)

10. 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 75.45% of the capital share; the number of valid votes is 3,909,309,229, of which 3,908,931,898 votes **for**, 0 votes **against**, 377,331 **abstention**)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA