



**THE DECISIONS ADOPTED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING  
BANCA TRANSILVANIA S.A. CLUJ-NAPOCA**

**April 27, 2016**

On April 27, 2016, the Ordinary General Shareholders' Meeting of Banca Transilvania took place at Grand Hotel Italia in Cluj-Napoca. The meeting was attended by shareholders and representatives of shareholders, accounting for 63,50397% of the share capital, respectively 1.921.653.924 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 2015 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, as well as the approval of the proposed profit distribution.**

The GSM has approved the distribution of dividends in the total sum of 1.200.000.000 lei while the gross dividend per share will be 0,3965581868 lei. (adopted with majority of votes, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share; of which 1.799.072.485 votes for, 0 votes against; 121.667.742 abstention)

**2. Discharge of administrators for the 2015 exercise.**

(adopted with majority of votes, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share, of which 1.791.424.605 votes for, 0 votes against; 129.315.622 abstention)

**3. Approval of the revenue and expenditure budget and the investment plan for 2016 (business plan for 2016).**

(adopted with majority of votes, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share, of which 1.799.072.485 votes for, 0 votes against; 121.667.742 abstention)

4. Establishing the directors' remuneration for 2016, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.

(adopted with majority of votes, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share, of which 1.409.274.804 votes for, 215.582.269 votes against; 295.883.154 abstention)

5. Election of a director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy.

B.oD Member Election	Total votes	Percentage representing total votes	For	Against	Abstention
<b>COSTEL DORU LIONACHESCU</b>	<b>1.798.982.281</b>	<b>59,4501</b>	<b>1.082.189.586</b>	<b>237.553.022</b>	<b>479.239.673</b>
IOAN TRENCA	1.798.982.281	59,4501	152.415.470	777.094.449	869.472.362

6. Approval of the date of May 31, 2016 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date - May 30, 2016.

(adopted with majority of votes, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share, of which 1.799.072.485 votes for, 0 votes against; 121.667.742 abstention)

7. Approval of the date of June 17, 2016 as the payment date.

(adopted with majority of votes, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share, of which 1.799.072.485 votes for, 0 votes against; 121.667.742 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, with a number of 1.920.740.227 valid votes, representing 63,4738% of the capital share, of which 1.799.905.485 votes for, 0 votes against; 121.667.742 abstention)

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Horia CIORCILA**

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*Banca oamenilor întreprinzători*