



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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 27(/28), 2016

On Aprilie 27(/28), 2016, the Extraordinary 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 _____% of the share capital, respectively _____ shares, thus the meeting was held in compliance with the legal and statutory requirements.

1. Increase of the share capital with the amount of 620.000.000 lei by issuing 620.000.000 new shares, at a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following sources:
 - A) capitalization of reserves from the net profit of the year 2015 in amount of 620.000.000 lei, by issuing a number of 620.000.000 lei, with a nominal value of 1 leu/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 (proposed date May 31, 2016);
(adopted with _____ votes, representing ____% of the capital share; the number of valid votes is _____, of which _____ votes for, _____ votes against; _____ abstention)
2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 25.000.000 shares (0,826% 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 3,5 for a period of maximum 18 months as of the

publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principles and a share retention program for a period of at least 3 years, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

(adopted with _____ votes, representing ____% of the capital share; the number of valid votes is _____, of which _____ votes for, _____ votes against; _____ abstention)

3. Approval of the date of May 31, 2016 as the registration date and of the ex-date - 30.05.2016.

(adopted with _____ votes, representing ____% of the capital share; the number of valid votes is _____, of which _____ votes for, _____ votes against; _____ abstention)

4. 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, including the power to set the payment date for the new shares issued.

(adopted with _____ votes, representing ____% of the capital share; the number of valid votes is _____, of which _____ votes for, _____ votes against; _____ abstention)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA