



THE DECISIONS ADOPTED BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 27(/28), 2016

On Aprilie 27(/28), 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 _____% of the share capital, respectively _____ 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 following distribution of profit is proposed, as follows:

- Net profit to be distributed - 2.417.668.444 lei
- Legal Reserves - 113.256.467 lei
- Dividends to be distributed - 1.200.000.000 lei; gross dividend per share - 0,3965581868 lei
- Net Profit Reserves and other reserves: 1.104.411.977 lei.

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

2. Discharge of administrators for the 2015 exercise.

(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 revenue and expenditure budget and the investment plan for 2016 (business plan for 2016).

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

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

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

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

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

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

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