

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

BANCA TRANSILVANIA S.A. CLUJ-NAPOCA

April 24, 2019

On April 24, 2019, the Extraordinary General Shareholders' Meeting of Banca Transilvania took place at Hotel Opera Plaza in Cluj-Napoca. The meeting was attended by shareholders and representatives of shareholders, accounting for 63.76% of the share capital, respectively 3,050,829,318 shares, thus the meeting was held in compliance with the legal and statutory requirements.

1. Increase of the share capital with the amount of RON 400,824,754 by issuing 400,824,754 new shares, at a nominal value of RON 1/share as well a mandate to the Board of Directors in order to determine the price at which the fractions of shares will be compensated following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions.

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2018 and the reserves from net profit of the previous years in amount of RON 400,824,754, by issuing a number of 400,824,754 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 (proposed date August 2nd, 2019).

(adopted with majority of votes, representing 63.76% of the capital share; the number of valid votes is 3,050,829,318, of which 3,043,445,099 votes **for**, 3,312,518 votes **against**; 4,071,701 **abstention**)

2. 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 (0,7268% 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 63.76% of the capital share; the number of valid votes is 3,050,829,318, of which 2,488,192,980 votes **for**, 515,462,355 votes **against**; 47,173,983 **abstention**)

3. Approval of the date of August 2nd, 2019 as the registration date and of the ex-date – August 1st, 2019, 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 63.76% of the capital share; the number of valid votes is 3,050,829,318, of which 3,042,538,637 votes **for**, 0 votes **against**; 3,924,278 **abstention**)

4. Approval of the date of August 5th, 2019 as the payment date for distribution of shares following the share capital increase.

(adopted with majority of votes, representing 63.76% of the capital share; the number of valid votes is 3,050,829,318, of which 3,050,829,318 votes **for**, 0 votes **against**; 0 **abstention**)

5. 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 63.76% of the capital share; the number of valid votes is 3,050,829,318, of which 3,048,377,085 votes **for**, 0 votes **against**; 2,452,233 **abstention**)

BOARD OF DIRECTORS

CHAIRMAN

Horia CIORCILA