



The Council of Administration of Banca Transilvania S.A. is convening the General Meeting of Shareholders, ordinary and extraordinary, for the date of **April 28, 2010** hours 14,00, respectively hours 16,00 at the Belvedere hotel, in Cluj-Napoca, 1-3 Calarasilor St., for all shareholders registered with the Shareholding Register at the end of the day **April 19, 2010**, (reference date – specifying that only the shareholders existing at the reference date may participate and exercise their votes at the GSM meeting) with the following agenda:

For the Ordinary General Meeting:

1. Approval of the financial statements (statutory individual and IFRS consolidated) for the 2009 financial exercise, in compliance with the NBR order no. 13/2008, together with the Report of the Council of Administration and of the Independent Auditor (based on the reports presented by the Council of Administration and the financial auditor), as well as the approval of the proposed profit distribution;
2. Discharge of administrators for the 2009 exercise;
3. Approval of the Budget for expenditure and revenues and the investment plan for 2010 (business plan for 2010);
4. Election of the new Council of Administration for the 2010-2014 mandate; the closing date for applications is 12.04.2010; the final list with the name, address and professional expertise of the persons proposed to be administrators will be made available to the shareholders starting with 14.04.2010 at the bank's premises / on the website and can be filled in within the legal term;
5. Setting the remuneration of administrators for 2010 exercise, including the ceilings of additional remunerations granted to the administrators and directors.

For the Extraordinary General Meeting:

1. Increase in the share capital with the amount of 391.584.470 lei, by issuing **391.584.470 new shares**, with a face value of 1 lei/share. The increase in the share capital will be carried out by using three sources:
 - a) capitalization of reserves from the net profit outstanding in the balance sheet as of 31.12.2009 in amount of **173.900.510 lei**, respectively the issue of **173.900.510 new shares** with a face value of 1 lei/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 14, 2010*);
 - b) use of the issue premiums fully cashed in amount of **97.683.960 lei**, respectively the issue of **97.683.960 new shares**, with a face value of 1 lei/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 14, 2010*);
 - c) new contributions in cash by the shareholders registered with the Shareholding Register held by the Central Depository **at the registration date** (*proposed date May 14, 2010*) in amount of **120.000.000 lei**, respectively the issue of **120.000.000 new shares**, with a face value of 1 lei/share. The issue price of the shares related to this source of increase is 1 lei/share.
2. Proposal to approve the trading of preference rights for a period of 15 working days;
3. Proposed listing on foreign markets (stock exchange in Vienna)

4. Under the Law no. 297/2004 and the Rules of the National Securities Commission no.1/2006, the registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the ordinary and the extraordinary GSM decisions) is proposed to be **May 14, 2010**.

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **29.04.2010**, hours 14,00 respectively 16,00 at the above mentioned address.

The forms of special powers of attorney, respectively the ones for voting by correspondence are available at BT head office and branches/agencies throughout the country or they can be downloaded from the bank's website.

After filling in and signing the power of attorney forms, a copy is to be filed with / sent to the bank's head office or branches by 23.04.2010, another copy will be given to the authorized person and the third will remain with the shareholder. The shareholders registered at the reference date may vote by correspondence before the GSM, using the voting form by correspondence. The voting form by correspondence with the signature authenticated by a public notary and accompanied by an ID copy (for individual shareholders) or the registration certificate (for corporate shareholders) will be submitted in original to the bank until 23.04.2010 at the latest.

One or more shareholders having at least 5% of the share capital, individually or jointly, are entitled to introduce new topics on the agenda (provided that each topic is accompanied by a justification or a draft decision proposed to be approved by the general meeting; such proposal has to be sent to the bank until 12.04.2010 the latest), respectively have the right to present draft resolutions for the topics on the agenda or the ones proposed to be included on the agenda of the general meeting (such proposals will be made in writing and sent to the bank until 12.04.2010 the latest). The shareholders may ask questions in writing about the topics on the agenda remitting the questions to the bank together with the documents to identify the respective shareholder, until 12/04/2010 the latest.

The documents to be debated, as well as the GSM resolution drafts are available at the bank's head office in Cluj-Napoca, 8, G. Baritiu St., starting with 29.03.2010 or on the web page: www.bancatransilvania.ro.

Additional information can be obtained at the bank offices or by phone: 0264/407.150 extension 1289 between 9,00 – 17,00 hours.

Council of Administration

CHAIRMAN

Horia CIORCILA