



The Council of Administration of Banca Transilvania S.A. is convening the **Extraordinary General Meeting of Shareholders** for the date of **October 30, 2012** hours 16,00 at Grand Hotel Italia, in Cluj-Napoca, str. Trifoiului- Vasile Conta for all shareholders registered with the Shareholding Register at the end of the day **October 19, 2012 (reference date** – specifying that only the shareholders existing at the reference date may participate and exercise their votes at the EGSM meeting) with the following **agenda:**

1. Amendment of the Constitutional Act as follows:

- *Introduction of a new letter d of art. 10, as follows:*

“The provisions in the paragraph c. above regarding the principles and powers of the Council of Administration in the increase of the share capital are also applicable in the issue of convertible bonds.

- *Elimination of art. 10 letter c last paragraph and the introduction of a new paragraph as follows:*

“By exception, for the convertible bonds issued on the basis of the EGSM decision of 27.04.2012 (for which the preemption right is established for the shareholders registered with the Shareholders’ Register at the registration date, respectively May 21st 2012), at the time of their conversion, the share capital is to be increased, under the powers delegated to CA, in compliance with the conditions set and approved in the issue prospectus for such bonds and under the Law no.31/1991 as modified and republished as well as under any applicable legislation from time to time in force. “

- *Modification of art. 13 letter a (b) in the Constitutional Act as regards the members of the Council of Administration, as follows:*

„b. the members of the Council of Administration shall not be executives or employees of the Bank”

- *Modification of **art. 13 letter e (h)** in the Constitutional Act as regards the powers of the members of the Council of Administration, as follows:*

“h. To appoint from among its members and to revoke, any time and on a motivated basis, the Bank leaders (general manager and deputy general managers) and the executive managers, who are members of the Executive Management Committee and to establish their remuneration as well as to appoint and to revoke, any time on a motivated basis, the managers of in the Head Office, branches, representative offices and agencies and to determine their powers and duties and their remuneration”;

- *Modification of introduction to **art. 14 (14.1)**, regarding the Leaders’Committee as follows:*

“14.1. Leaders’Committee

The Council of Administration appoints the bank leaders (directors) (general manager and deputy general managers) from among the executive directors.

The general manager and the deputy general managers will form the Leaders’ Committee.”

- *Modification of **art. 14 (14.2) letters a) and c)**, regarding the Executive Management Committee . The new article will be the following:*

“a. The Council of Administration appoints the bank leaders (general manager and deputy general managers) from among the executive directors.

The Council of Administration appoints a number of maximum 11 (eleven) executive directors.

The bank leaders and the executive directors will form the Executive Management Committee of the Bank presided by the general manager“

c. The Executive Management Committee meets and takes decisions with the absolute majority of its members and in the presence of at least one leader. Voting in the Committee can not be delegated”

- *Modification of art. 15 letter c) regarding “Bank Management”, as follows:
“c. The bank can be committed in any patrimonial transactions and its current activity solely based on two signatures in accordance with the provisions in the “Regime of signatures and competences” approved by the Council of Administration. ”*

2. Approval to delegate to the Council of Administration the decision to increase the share capital of the Bank up to the equivalent in RON of EUR 30 million euros, by conversion into shares of the convertible bonds issued by the Bank and approved by the Extraordinary General Meeting of Shareholders No. 2 held on April 27 2012, at the time of their conversion and in accordance with the terms in the issue prospectus, without possibility of exercising any preference right by the shareholders registered in the Shareholding Register of the Bank on the conversion dates provided in the issue prospectus ”.

3. Approval to mandate the Council of Administration to sign and to perfect any documents relating to the issuance of convertible bonds, including the issue prospectus, any other contracts that may be entered into in relation to this issue and in order to carry out the EGSM decisions.

4. Approval of the date of **November 20, 2012** to be the registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the EGSM decisions).

If, at the first convening, the legal and statutory quorum is not met, the extraordinary general meeting will take place on **October 31, 2012**, 16,00 hours at the address mentioned for the first convening, with the same agenda and reference date.

EGSM Documents:

The convening notice, the documents to be debated as well as the EGSM resolution drafts are available at the bank's head office in Cluj-Napoca, 8, G. Baritiu St., starting with **September 28, 2012** or on the web page: www.bancatransilvania.ro.

The share capital is composed of 1.903.042.413 shares, shares, each share conferring the right to express a vote in EGSM.

Shareholders' proposal regarding EGSM:

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 the **15th of October 2012, hours 17,00**
- to present draft resolutions for the topics on the agenda or proposed to be included on the agenda of the extraordinary general meeting (such proposals will be made in writing and sent to the bank until **15 October 2012, hours 17,00**).

In this case, the modified agenda will be republished until the **19th of October, 2012**, according to the law.

The shareholders' proposals and the documents attesting the fulfillment of conditions to exercise the rights mentioned above will be sent as follows:

- by handwritten document in original, by post or courier service to Banca Transilvania S.A., 8 G. Baritiu St., Cluj-Napoca, Cluj county;
- by means of document signed with extended electronic signature according to the Law no. 455/2001 regarding electronic signatures – to the e-mail address: flavia.vandor@btrl.ro.

Questions regarding the EGSM:

The shareholders can submit to the bank's business place questions in writing regarding the topics on the agenda together with acts enabling the identification of the shareholder until the

day immediately before the EGSM. The bank can reply including by posting the answers on the bank's website (www.bancatransilvania.ro).

The questions of the shareholders can be sent in writing either by post or courier service to the bank's business place or by electronic means (to the address: flavia.vandor@btrl.ro).

Participation in EGSM:

The reference date is the **19th of October 2012**. Only shareholders registered by that date in the Shareholding Register held by the Central Depository will be able to participate and vote in the general meetings.

Shareholders may participate in the extraordinary general meeting directly or may be represented by other persons according to the law or can vote by correspondence.

- 1) The documents necessary for individual shareholders to attend the EGSM are:
 - an identification document, if the shareholder attends the meeting in person;
 - a special power of attorney and the identification document of the representative, if the shareholder is represented by another person;
- 2) The documents necessary for company shareholders to attend the EGSM are:
 - legal representative – based on an official document proving this status (certificate issued by the Trade Registry within the validity term or another type of proof issued by a competent authority);
 - the person delegated with representation competence – beside the afore mentioned document, which proves the legal representative status of the person signing the power of attorney, must also present the special power of attorney signed by the legal representative of the respective legal entity.

Starting with **September 28, 2012**, the special power of attorney forms for the Extraordinary General Meeting respectively those for exercising the right to vote by correspondence will be available at Banca Transilvania headquarters and the bank's branches/agencies throughout the country or can be downloaded from the bank's website (www.bancatransilvania.ro).

After filling in and signing the power of attorney forms (in 3 copies), under the sanction of losing the voting right, a copy is to be filed with / sent to the bank's Head Office or branches by **October 25, 2012**, another copy will be given to the authorized person and the third will remain with the shareholder. The powers of attorney may also be sent by e-mail till the date above, by means of document signed with extended electronic signature according to the Law no. 455/2001 regarding electronic signatures to the e-mail address flavia.vandor@btrl.ro.

The power of attorney will be accompanied by a copy of the identification document of the individual shareholder /legal representative of the company shareholder and for legal entities by an official document certifying the quality of legal representative mandated to sign the power of attorney. The special power of attorney should include the information provided in the special power of attorney form provided by BT specifying the vote for each item on the agenda.

The shareholders registered by the reference date may vote by correspondence, before the Extraordinary General Shareholders Meeting, using the voting form made available on the bank's web site or at Banca Transilvania Headquarters – 8 G. Barițiu Street, Cluj- Napoca, **starting with September 28**. The correspondence voting form legalized by a public notary and a copy of the identification document (for individual shareholders) or shareholders' registration certificate (for company shareholders) will be transmitted in original to the bank's business place by **the 25th of October 2012**, at the latest. The correspondence voting form may also be sent by e-mail till the date above, by means of document signed with extended electronic signature according to the Law no. 455/2001 regarding electronic signatures to the e-mail address flavia.vandor@btrl.ro

Additional information can be obtained at the bank's headquarters or on the phone 0264/407.150, extension 1289, between 9:00 – 5:00 p.m.

Council of Administration

CHAIRMAN

Horia CIORCILA