



The Council of Administration of Banca Transilvania S.A. is convening **the General Meeting of Shareholders, ordinary and extraordinary**, for the date of **April 29, 2013** hours 15,00, respectively hours 16,00 at Grand Hotel Italia in Cluj-Napoca, Trifoiului – Vasile Conta Street, for all shareholders registered with the Shareholding Register at the end of the day **April 19, 2013** (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 annual financial statements (statutory individual and IFRS consolidated) for the 2012 financial exercise, in compliance with the NBR order no. 27/2010, together with the Report of the Council of Administration and the Report of the Independent Auditor as well as the approval of the proposed profit distribution;
2. Discharge of administrators for the 2012 exercise;
3. Approval of the Budget for expenditure and revenues and the investment plan for 2013 (business plan for 2013);
4. Setting the remuneration of administrators for the 2013 exercise, including the ceilings for additional remunerations granted to administrators and directors;
5. Extension of the services agreement signed with S.C. KPMG Audit S.R.L. to audit the bank's financial statements, prepared in accordance with the International Financial Reporting Standards, in compliance with NBR Order no.27/2012, including subsequent modifications, the mandate of the financial auditor being valid until 31.12.2013.
6. Approval of the date of **May 20, 2013** as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of **303.393.911** lei by issuing **303.393.911** new shares, with a face value of 1 leu/share. The increase in the share capital will be carried out by using the following source:

capitalization of reserves from the net profit of the year 2012 in amount of 303.393.911 lei, by issuing a number of 303.393.911 shares, with a face 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 20, 2013);

2. Approval of the buyback by the bank of its own shares, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 17.250.000 shares (0,90% of the total shares included in the share capital) with a face value of 1 leu/share at a minimum price equal to the market price on BVB at the moment of the buyback and a maximum price of 2 lei, for a period of maximum 18 months as of the publishing date of the EGM 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 principle 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.

3. Approval of the date of May 20, 2013 as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on April 30, 2013, hours 15,00 respectively 16,00 at the above mentioned address.

GSM Documents:

The convening notice, the documents to be debated as well as the GSM resolution draft are available at the bank's head office in Cluj-Napoca, 8, G. Baritiu St., starting with **March 28, 2013** or on the web page of the bank: www.bancatransilvania.ro .

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

Shareholders' proposal regarding GSM:

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 **April 13, 2013**, hours 17,00);
- to present draft resolutions for the topics on the agenda or proposed to be included on the agenda of the general meeting (such proposals will be made in writing and sent to the bank until **April 13, 2013**, hours 17,00).

If appropriate, the revised agenda will be republished by April 18, 2013 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 sent 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 GSM:

The shareholders can submit questions in writing regarding the topics on the agenda together with acts enabling the identification of the shareholder until **April 28, 2013** at the latest. The bank can reply also 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 GSM:

The reference date is April 19, 2013. Only shareholders registered on that date with the Shareholding Register held by the Central Depository will be able to participate and vote in the general meetings.

Shareholders may participate in the general meetings 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 GSM 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 GSM 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);
 - beside the aforementioned document proving the legal representative status of the person signing the power of attorney, the person delegated with representation competence must also present the special power of attorney signed by the legal representative of the respective legal entity.

Starting with March 28, 2013 the special power of attorney forms, respectively those for exercising the right to vote by correspondence will be available at Banca Transilvania's Head Office and the bank's branches/agencies in the country or can be downloaded from the bank's website (www.bancatransilvania.ro).

After filling in and signing the power of attorney forms, 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 **April 23, 2013**, another copy will be given to the authorized person and the third will remain with the shareholder. 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 on the reference date may vote by correspondence, before the General Shareholders Meeting, using the voting form put at their disposal on the bank's web site or at Banca Transilvania Head Office – 8 G. Baritiu Street, Cluj- Napoca, starting with March 28, 2013. 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 April 23, 2013, 17,00 hours at the latest. 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