



The Council of Administration of Banca Transilvania S.A. is convening the **General Shareholders Meeting, Ordinary and Extraordinary**, for the date of **April 29, 2014**, at 14:00 hours, respectively 15:00 hours, 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 of **April 18, 2014** (i.e. the reference date – only the shareholders registered by 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 statutory IFRS financial statements for the 2013 financial exercise, in compliance with 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 2013 exercise;
3. Approval of the Budget for expenditure and revenues and the investment plan for 2014 (business plan for 2014);
4. Election of the new members of the Council of Administration for the 2014-2018 mandate; the deadline for applications is 14.04.2014; the final list with the names, addresses and professional expertise of the persons proposed to be administrators will be made available to the shareholders starting with 15.04.2014 at the bank's premises / on the website.
5. Decision regarding the remuneration of administrators for the 2014 exercise, including the maximum cap of additional remunerations granted to the administrators and managers.
6. The extension of the service provision contract with S.C. KPMG Audit S.R.L. in regard to auditing the Bank's financial statements for the 2014 financial period, prepared in accordance with International Financial Reporting Standards, according to N.B.R. order no. 27/2010, with subsequent modifications.
7. Approval of the date of **May 30, 2014** as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GSM decisions).
8. Approval of mandates for the Council of Administration and its members individually to carry out the decisions adopted by the Ordinary General Shareholders Meeting.

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of 352.742.991 lei, by issuing 352.742.991 new shares, with a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following source:
 - a) capitalization of reserves from the net profit of the year 2013 in amount of 352.742.991 lei, by issuing a number of 352.742.991 shares, with a nominal value of 1 leu/share, to the benefit of 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 30, 2014);
2. Approval of the Bank's share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum **17.000.000** shares (0.77% of the total shares included in the share capital) with a nominal value of 1 leu/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of 2,5 lei, for a period of maximum 18 months as of the publishing date of the EGSM 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 principles and a share retention program for a period of at least 3 years, and the granting of a mandate for the Council of Administration for the enforcement of this resolution.
3. Modification of the Constitutional Act as follows:
 - Additions to Article 6 – Object of activity, according to NACE codes:
6612 – Brokering of financial deals
 - Modification to art. 12 – General meetings - let. b)
Each shareholder may participate in the General Meetings, either in person or by a special power of attorney given in original to another person, who may or may not be a shareholder in the Bank, under legal conditions. Such a power of attorney shall be submitted to the Bank five days before the date scheduled for the meeting. Legal entities are represented in the general meetings by their legal representatives or other authorized persons.
 - Modification to art. 12 – General Meetings – let. d) para. 1, as follows:
The General Meetings may be ordinary or extraordinary. General Meetings shall be convened by the Council of Administration, according to the law. The convening notice for any GSM shall be published in the Official Gazette and in one of the newspapers with national circulation and shall include the date and place of the meeting and the agenda,

clearly indicating all the issues to be debated. The deadline for the meeting shall not be earlier than 30 days after the publication of the convening notice.

- Removal of Art. 12, para. 1 and 2, let. e) – General Meetings
- Modification of art. 13 – Council of Administration – let. d), as follows:

After obtaining all prior authorizations from legal authorities, the signatures of the members of the Council of Administration will be submitted to the Trade Registry. If this obligation is not fulfilled, the administrator in question is considered to be divested of his/her rights.

- Modification to art. 13 – Council of Administration – let. e), sub-point. a), as follows:

To approve the Rules for Organization and Administration, the Code of Ethics and Conduct, the organization chart, as well as the principles for staff remuneration and retention;

- Removal of let. e), sub-point b) of art. 13 – Council of Administration
- Modification of art. 13 – Council of Administration – let. e), sub-point c), as follows:

To approve the internal rules of the bank; the Council of Administration may mandate the approval of the internal rules to the Leaders' Committee and/or other specific committees, as applicable;

- Modification of art. 13 – Council of Administration – let. e), sub-point d), as follows:

to approve, as applicable and under competences, financing contracts for the bank's current business;

- Modification of art. 13 – Council of Administration – let. e), sub-point h), as follows:

to appoint and to revoke, any time and in a justified manner, the Bank's leaders (Chief Executive Officer and deputy CEOs) and to establish the remuneration and the mandate period for each of them, as well as to appoint and to revoke, any time and in a justified manner the executive managers, managers in the Head Office and the managers of branches and to determine their powers and duties;

- Modification of art. 13 – Council of Administration – let. e), sub-point i), as follows:

to approve loans over the competence limits of the Committee for Credit Policy and Approvals, at the proposal of the Committee;

- Modification of art. 13 – Council of Administration – let. e) sub-point j), as follows:

to approve the position of a partner with unlimited responsibility in other competing companies for the Bank Leaders;

- Modification to art. 13 – Council of Administration – let. e) sub-point l), as follows:

to approve the Bank's participation with capital in other companies (respectively to adopt decisions to create companies, to acquire shares in other entities, to increase or decrease capital participations, disposal/sale of participations);

- Removal of Art. 13, let. e), sub-point n) – Council of Administration
- Modification of art. 13 – Council of Administration – let. e) sub-point r), as follows:
to establish the complete annual earnings for key personnel; the CA may delegate this competence to a CA committee;
- Modification of art. 13 – Council of Administration – let. e) sub-point w), as follows:
to approve any loan, guarantee or obligation assumed in derogatory conditions in line with the BT internal rules;
- Modification of art. 13 – Council of Administration – let. f), para. 1) and 2), as follows:
The Council of Administration shall meet at the headquarters of the Bank at least once a month or any time it is considered to be necessary, with an attendance of at least half of the number of its members. The convening notices must be sent to all members of the Council of Administration and shall include the place, the time and the agenda of the meeting. The members of the Council of Administration may take part in the meeting by telephone and that aspect is to be recorded in the minutes of the meeting. No decision can be taken on issues that are not included in the agenda, except for cases of emergency and provided that such decision is ratified in the following meeting by the members who were not present when it was taken. The Council of Administration shall be presided by the chairman or, in his absence, by a member of the Council of Administration appointed for this purpose. The decisions of the Council of Administration shall be taken (1) with an absolute majority vote of the present members and (2) with at least half of the total number of administrators and each such decision must be included in the minutes to be signed by the Chairman and the members of the Council of Administration. Participation in Council of Administration meetings can also take place via remote communication devices (video conference, telephone conference etc).
Between two CA meetings, in case of urgent matters, resolutions may be submitted electronically to all Council members, with the same rules regarding quorum for approval being applicable for such decisions.
- Modification of art. 13 – Council of Administration let. f), para. 3 sub-point f)
the appointment or the dismissal of any bank leader;
- Modification of art. 13 – Council of Administration let. f), para. 4:
The notices for meetings must be given to each member of the Council of Administration at least 5 days prior to the proposed date of the meeting and such notices shall include an agenda with the items to be discussed during the meeting, unless the meetings are extraordinary (convened for matters of urgency), in which case the notice is to be sent at

least 48 hours before such meeting to each member (together with an agenda of the extraordinary meeting).

- Modification of art. 14 – the Leaders’ Committee and Executive Management Committee – will be named “Leaders Committee”, and the article will be modified as follows:

Leaders’ Committee

The management, organization and coordination of the bank’s current business is ensured by the leaders (directors) of the bank (Chief Executive Officers and deputy CEOs), appointed by the Council of Administration, who together form the Leaders’ Committee.

The Chief Executive Officers and deputy CEOs will form together the Leaders’ Committee.

The Council of Administration mandates the bank’s leaders to exercise jointly the powers of organization and management of the bank’s activity. The bank leaders are vested with the rights, obligations and responsibilities provided in the relevant legislation and the Constitutional Act for the activities they coordinate according to the bank’s organization chart. The leaders may, based on the received mandate, delegate some of their responsibilities in a clear and transparent way to specific committees/other structures or individually to executive managers and mid-level managers.

The Leaders’ Committee shall adopt decisions by consensus; in case of disagreement, the subject will be forwarded to the Council of Administration. The Bank is validly bound in property related operations and current business in line with the internal regulations.

- Removal of Art. 15 – Management
- Modification of art. 16 – Financial Auditors, by removing para. 1;
- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. a), as follows:

The Bank shall keep its books in line with the applicable legal provisions.

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. b) as follows:

The Council of Administration must make available to the shareholders information about the shareholding structure, as well as about the debates in the General Meetings and release, upon request, excerpts of such documents, at the expense of the shareholders.

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. d) as follows:

The Council of Administration shall prepare and present to the financial auditors in view of the preparation of the report to the General Meeting, the balance sheet of the previous fiscal year, the profit and loss account together with the report and any other underlying

documents. The balance sheet and the profit and loss account shall be prepared in accordance with the law.

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. e) as follows:

The financial auditors shall verify if the financial statements are prepared according to the accounting regulations in force and shall prepare an audit report signed by the person who is authorized according to the law. The annual financial statements, together with the proposed profit distribution as well as the administrators’ report for the related financial exercise are submitted for approval to the General Shareholders Meeting. The annual financial statements, duly approved, together with the administrators’ report and the audit report shall be published according to the legislation in force. The General Shareholders’ Meeting approves the amount of the annual bonuses, the remuneration of the members of the Council of Administration, of the Executive Management Committee as well as the amount and the purpose of the reserve fund, the special reserves and other funds under the law.

- Removal of art. 19 let. b) – Personnel
- Modification of art. 19 let. c) – Personnel – as follows:

The members of the Council of Administration, the bank’s leaders and all bank employees, irrespective of their position, must respect the legal rules in force, including those on keeping professional secrets in the banking field.

- Removal of art. 19 let. d) – Personnel
- Removal of art. 20 – Civil Liability
- Removal of art. 25 – Miscellaneous.

The numbering structure of the Articles of association will be modified.

4. Approval of the date of May 30, 2014 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GSM decisions).
5. Approval of the mandates for the Council of Administration and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

In case, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **April 30, 2014**, at 14:00 hours, respectively 15:00, at the above mentioned address, with the same order of business and same registration date.

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, 2014** or on the web page of the bank: www.bancatransilvania.ro.

The share capital is composed of 2.206.436.324 shares, each share conferring the right to express one vote within the GSM.

Shareholder proposals regarding the 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 14, 2014**, 17:00 hours);
- 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 written and sent to the bank until **April 14, 2014**, hours 17:00).

If appropriate, the revised agenda will be republished by April 17, 2014 according to the legislation in force.

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

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

The candidacy proposals for the position of Council member shall contain information such as: name, city of residence, professional qualification of the proposed person(s).

Candidates for the position of Council member must comply with the conditions imposed by the NBR's regulations. The candidates shall submit the following documents via fax at +40 (0)264-407179 or e-mail at flavia.vandor@btrl.ro, until 14.04.2014:

- Curriculum vitae;
- Statement issued by the candidate, certifying that the person does not fall under any of the situations laid down in Article 110 in Emergency Government Ordinance no. 99/2006 or under any other incompatibility situation laid down in the applicable laws, or that he/she agrees to renounce any situation of incompatibility at any time before he/she is due to commence the exercise of the position he/she has been approved for by the National Bank of Romania.

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, 2014** at the latest. 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 the GSM:

The reference date is April 18, 2014. 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 shareholders - legal persons to attend the GSM are:
 - proof of legal representation – 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);
 - aside from 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, 2014 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 throughout the country or they 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, 2014**, 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 shareholder-company 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 attorneys 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 made available on the bank's web site or at Banca Transilvania Head Office – 8 G. Barițiu Street, Cluj- Napoca, starting with March 28, 2014. The correspondence voting form legalized by a public notary and a copy of the identification document (for individual shareholders) or shareholder registration certificate (for shareholders-legal persons) will be sent in original to the Bank's business place by April 23, 2014, 17:00 hours at the latest.

Additional information can be obtained at the Bank's headquarters or over the phone at +40 (0)264/407.150, extension 1289, between 9:00 – 5:00 p.m.

Council of Administration

CHAIRMAN

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