



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, 2015** hours 14,00, respectively hours 15,00 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 of **April 17, 2015** (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 financial statements (statutory individual and IFRS consolidated) for the 2014 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 2014 exercise;
3. Approval of the Budget for expenditure and revenues and the investment plan for 2015 (business plan for 2015);
4. Decision regarding the remuneration of administrators for the 2015 exercise, including the maximum cap of additional remunerations granted to the administrators and directors.
5. The approval of a financial auditor for the Bank who will audit the financial situations of the Bank for the 2015 financial exercise, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.
6. Approval of the date of **May 29, 2015** 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).
7. Approval of mandates to carry out the decisions mentioned above given to the Council of Administration and to each of its members individually.

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of **417.379.818 lei** by issuing **417.379.818 new shares**, at a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following sources:
 - a) capitalization of reserves from the net profit of the year 2014 in amount of **406.823.021 lei**, by issuing a number of **406.823.021 shares**, with a nominal 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 29, 2015);

- b) the inclusion of reserves which were generated by bond to share conversion premiums, in the amount of **10.556.797 lei**, through the issue of **10.556.797 shares**, at a nominal value of 1 leu/share, benefiting the shareholders registered in the Shareholders' Registry, kept by the Central Depository, until the registration date decided by the GSM (proposed date May 29, 2015)
2. Approval of the Bank's share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum **20.000.000 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 BVB at the moment of the buyback and a maximum price of 3 lei, for a period of maximum 18 months as of the publishing date of the EGM resolution in the Official Monitor 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 Board of Directors for the enforcement of this resolution.
3. Notification of shareholders in regard to the purchase of all Volksbank Romania S.A./ preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Volksbank Romania S.A. (absorbed company).
4. Approval of the date of **May 29, 2015** as the registration date and of the date of **May 28, 2015** as the ex date.
5. Approval of the mandates for the Council of Administration and individually for each of its members, in order to carry out the decisions mentioned above (inclusively for setting the payment date with respect to the newly issued shares).

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, 2015**, hours 14,00 respectively 15,00 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 29, 2015** or on the web page of the bank: www.bancatransilvania.ro.

The share capital is composed of **2.608.623.861 shares**, each share conferring the right to express one 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 10, 2015**, 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 written and sent to the bank until **April 10, 2015**, hours 17,00).

If appropriate, the revised agenda will be republished by April 16, 2015 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:

- 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 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 27, 2015** 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 17, 2015. 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.

2. The documents necessary for individual shareholders to attend the GSM are:
 - an identification document, if the shareholder attends the meeting in person;
 - a special or general power of attorney and the identification document of the representative, if the shareholder is represented by another person;
3. The documents necessary for shareholders - companies 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);
 - 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 or general power of attorney signed by the legal representative of the respective legal entity.

Starting with March 27, 2015 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, 2015**, 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 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 power of attorney forms can be transmitted by e-mail to the following e-mail address:

flavia.vandor@btrl.ro.

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 27, 2015. The correspondence voting form can be transmitted signed with an extended electronic signature along with a copy of the identification document (for individual shareholders) or shareholders' registration certificate (for shareholders-companies) to the following e-mail address: flavia.vandor@btrl.ro by April 23, 2015, 17,00 hours at the latest or in the original form at the bank's headquarters.

The correspondence voting form legalized by a public notary and a copy of the identification document (for individual shareholders) or shareholders' registration certificate (for shareholders-companies) will be transmitted in original to the Bank's business place by April 23, 2015, 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

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