



The Board of Directors of Banca Transilvania S.A. is convening the **General Meeting of Shareholders, Extraordinary and Ordinary**, for the date of **October 8, 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 **September 28, 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 Extraordinary General Meeting:

1. The approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (acquiring company) and Volksbank Romania S.A. (absorbed company) in accordance with the merger plan (September 2015), notarized on the 1st of September 2015.
2. Modification of the Constitutional Act as follows:

Modification of art. 6 – The object of activity in regard to the following activity:

The codified activity “6419 – Ensuring services of establishment and registration in the Electronic Archive of Security Interests in Movable Properties in relation to loans, letters of guarantee and other operations in which the bank is contractual part”.

will be read as follows:

“6419 - Ensuring services of establishment and registration in the Electronic Archive of Security Interests in Movable Properties related to loans, letters of guarantee and other operations”

3. The approval of the date of **October 28, 2015** as the registration date and of the date of **October 27, 2015** as the ex date.
4. The approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions mentioned above.

For the Ordinary General Meeting:

1. The approval of the financial auditor for the Bank who will audit the financial situations of the Bank for the 2016-2018 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.

2. The approval of the actualization of Banca Transilvania's annual budget following the approval of the merger between Banca Transilvania and Volksbank.
3. The approval of the date of **October 28, 2015** as the registration date and the date of **October 27, 2015** as the ex date.
4. The approval of mandates to carry out the decisions mentioned above given to the Board of Directors and to each of its members individually.

If, at the first convening, the legal and statutory quorum is not met, the general meeting (extraordinary and ordinary) will take place on **October 9, 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 starting with **September 7, 2015** at the bank's head office in Cluj-Napoca, 8, G. Baritiu St. or on the web page of the bank: www.bancatransilvania.ro .

The share capital is composed of **3.026.003.679 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 **September 23, 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 **September 23, 2015**, hours 17,00).

If appropriate, the revised agenda will be republished by September 25, 2015 according to the law.

The shareholders' proposals and the documents attesting the fulfilment 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. The document must be sent in an envelope on which the following is written clearly: "For the General Meeting of Shareholders of the 8th/9th of October 2015".
- through a document signed with an extended electronic signature according to the Law no. 455/2001 regarding electronic signatures – sent to 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, so that they may reach the registry of the company by **October 6, 2015** at the latest.

The shareholders questions may be sent in writing by post or courier service to Banca Transilvania S.A.'s headquarters or by e-mail to flavia.vandor@btrl.ro. If sent by post, the document must be sent in an envelope on which the following is written clearly: "For the General Meeting of Shareholders of the 8th/9th of October 2015".

The bank can also reply by posting the answers on the bank's website (www.bancatransilvania.ro).

Participation in GSM:

The reference date is September 28, 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, may be represented by other persons according to the law or may vote by correspondence.

The access of shareholders in the GSM or vote via correspondence is allowed through the direct identification of the individual by an identification document - ID (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens), for natural individuals. For companies, the ID of the legal representative (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens) must be provided.

The quality of legal representative of a shareholder-company is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

The representative of the shareholder-individual must provide proof of identity (Identity card or legal equivalent (I.C.) for Romanian citizens or passport/proof of residency for foreign citizens) as well as a special or general power of attorney signed by the shareholder-individual.

The representative of the shareholders-companies will provide the following proof of identity: identification document of the representative (Identity card or legal equivalent for Romanian citizens or passport/proof of residency for foreign citizens). The quality of legal representative of the legal person shareholder is established on the basis of an official document that certifies the above quality (a document issued by a competent authority, in original or certified copy, not older than 1 month before the date of the GSM).

Information on powers of attorney, general or specific, as well as voting by correspondence are mentioned below.

The documents presented in a foreign language other than English (except for identity documents valid in Romania) shall be accompanied by a translation made by a sworn translator in Romanian or English.

General Powers of Attorney

Before their first use, general powers of attorney shall be submitted / sent, in copy, containing the phrase "identical with the original" and with the signature of the representative so that the documents are received at the registry of the company until **2 October 2015, 17:00, in an envelope clearly indicating "For the General Meeting of Shareholders of 08 / 09.10.2015."**

General Powers of Attorney (GPA) in a certified copy will be retained by the Company, having made mention of this in the minutes of the general meeting. General Powers of Attorney are valid for a period which may not exceed three years.

The GPA can be sent by e-mail with the extended electronic signature, according to Law. 455/2001 on electronic signature, as amended and supplemented, so it may be received at the registry of the Company until **2 October 2015 17:00**, at flavia.vandor@btrl.ro, with the subject "For the General Meeting of Shareholders of 08 / 09.10.2015".

To validate the mandate, the agent (conventional representative) must be either an intermediary (in accordance with Art. 2 para. 1 pt. 14 of Law no. 297/2004) or a lawyer and the shareholder is their client. Also, the agent must not be a situation of conflict of interest, such as:

a) The significant shareholder of Banca Transilvania SA or an entity controlled by such shareholder;

b) is a member of the management body of Banca Transilvania, a significant shareholder or entity controlled by such shareholder;

c) the agent is an employee or an auditor of the company or of a significant shareholder or entity controlled by such a shareholder;

d) the agent is a spouse, relative or in-law up to the fourth degree of one of the individuals mentioned above.

The power of attorney cannot be transferred to another person. If the representative is a legal entity, it may exercise its mandate through any person that is part of its governing body or its employees.

Along with GPA, the shareholders will send the company proof that the agent is either an intermediary (in accordance with Art. 2 para. 1 pt. 14 of Law no. 297/2004) or a lawyer and shareholder is a client thereof.

Also, individual shareholders will send copy of the proof of their identity.

The quality of legal representative of the legal person shareholder is established on the basis of an official document that certifies the above quality (a document issued by a competent authority, in original or certified copy, not older than 1 month before the date of the GSM).

The documents presented in a foreign language other than English (except for identity documents valid in Romania) shall be accompanied by a translation made by a sworn translator in Romanian.

Verification and validation of the GPA submitted to the Company will be conducted by the technical secretaries designated in accordance with the law, who shall safeguard the documents.

Special Powers of Attorney (SPA) and correspondence voting ballots

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 or general power of attorney and the identification document of the representative, if the shareholder is represented by another person;

2. 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 September 7, 2015 the special powers 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), in both Romanian and English.

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 **October 2, 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 sent by e-mail to the following e-mail address: flavia.vandor@btrl.ro.

Credit institutions that provide custody services for the bank's shareholders may sign and transmit the GPAs / SPAs by mail on behalf of their clients, based on the rights conferred onto them by the custody contracts as well as the exact voting instructions received from customers for such a GSM.

In this case, the SPAs/ correspondence voting ballots shall be accompanied by an affidavit issued by the credit institution which received the power of representation by the SPA, which establishes that:

- (a) the credit institution provides custody services for said shareholder;
- (b) the instructions contained within the power of attorney) are identical to the instructions from the SWIFT message received by the credit institution in order to vote on behalf of the shareholder;

(c) the special power of attorney is signed by the shareholder.

The SPAs / correspondence voting forms and the before mentioned affidavit issued by the credit institution that received power of representation through the SPA must be submitted at the company in original, signed and stamped, as appropriate, or transmitted by e-mail to flavia.vandor@btrl.ro without the fulfilment of other formalities related to the form of these documents, within the deadlines mentioned above.

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 September 7, 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 October 2, 2015, 17:00 at the latest or in original, 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 headquarters by October 2, 2015, 17:00 at the latest.

Centralization, verification and custody of the correspondence voting ballots, as well as the verification and validation of the special powers of attorney submitted to the company will be conducted by the technical secretaries named in accordance with the law, who shall safeguard the documents, as well as the confidentiality of the votes already cast until the time of the vote on the individual topics recorded on the GSM agenda.

Additional information can be obtained at the Bank's headquarters or on the phone 0264/407.150, extension 1289, between 9:00 – 17:00.

Board of Directors

CHAIRMAN

Horia CIORCILA