



The Board of Directors of Banca Transilvania S.A. is convening the **General Meeting of Shareholders, Ordinary and Extraordinary**, for the date of **April 27, 2016**, at 14:00 hours, respectively 15:00 hours, at Grand Hotel Italia in Cluj-Napoca, Trifoiului – Vasile Conta Street, for all the shareholders registered with the Shareholders' Register at the end of the day of **April 15, 2016** (i.e. the reference date – only the shareholders registered by the reference date may participate and exercise their votes in the GMS) with the following **Agenda**:

## **For the Ordinary General Meeting:**

1. Approval of the annual statutory IFRS financial statements for the 2015 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor, as well as the approval of the proposed profit distribution.

The following distribution of profit is proposed, as follows:

- Net profit to be distributed - 2.417.668.444 lei
- Legal Reserves – 113.256.467 lei
- Dividends to be distributed – 1.200.000.000 lei; gross dividend per share - 0,3965581868 lei
- Net Profit Reserves and other reserves: 1.104.411.977 lei.

2. Discharge of directors for 2015.

3. Approval of the revenue and expenditure budget and the investment plan for 2016 (business plan for 2016).

4. Establishing the directors' remuneration for 2016, including the maximum cap of additional remunerations granted to directors and managers.

5. Election of a director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy; the deadline for the submission of the applications is April 11, 2016, 17:00. The list of information such as the name, domicile address and professional qualifications of the persons proposed for the position of Director is available to the shareholders at the institution's headquarters or on its official website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)) and can be consulted and supplemented accordingly.

6. Approval of the date of **May 31, 2016** as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date - **May 30, 2016**.

7. Approval of the date of **June 17, 2016** as the payment date

8. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.

**For the Extraordinary General Meeting:**

1. Increase of the share capital with the amount of 620.000.000 lei by issuing 620.000.000 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 2015 in amount of 620.000.000 lei, by issuing a number of 620.000.000 lei, 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 31, 2016);
2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum **25.000.000** shares (0,826% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3,5 for a period of maximum 18 months as of the publishing date of the EGMS 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 Board of Directors for the enforcement of this resolution.
3. Approval of the date of **May 31, 2016** as the registration date and of the **ex-date - 30.05.2016**.
4. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting, including the power to set the payment date for the new shares issued.

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **April 28, 2016**, at 14:00 hours, respectively 15:00, at the above mentioned venue, with the same agenda and the same reference date.

**GMS Documents:**

The convening notice, the documents to be debated as well as the GMS resolution draft are available at the bank's head office in Cluj-Napoca, 8 G. Baritiu St., starting with March 26, 2016 or on the web page of the bank: ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)).

The share capital of Banca Transilvania is composed of **3.026.037.641** shares, each share conferring the right to express one vote within the GMS.

**Shareholders' proposals regarding the GMS:**

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 and; such proposal has to be sent to the bank until April 4, 2016, 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 4, 2016, 17:00 o'clock).

If appropriate, the revised agenda will be republished by April 8, 2016 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 27<sup>th</sup>/28<sup>th</sup> of April 2016".
- 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](mailto:flavia.vandor@btrl.ro).

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

Candidates for the position of Board 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](mailto:flavia.vandor@btrl.ro), until 11.04.2016:

- *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, so that they may reach the registry of the company by **25.04.2016** 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](mailto: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 27th/28th of April 2016".

The bank may also reply by posting the answers on the bank's website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)).

### **Participation in GSM:**

The reference date is April 15, 2016. 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 the 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 power 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 Power of Attorney**

Before their first use, general power 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 **21 aprilie 2016, 17:00, in an envelope clearly indicating "For the General Meeting of Shareholders of 27/28.04.2016."**

General Power 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 Power 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 **21 April 2016 17:00**, at [flavia.vandor@btrl.ro](mailto:flavia.vandor@btrl.ro), with the subject "For the General Meeting of Shareholders of 27/28.04.2016".

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 the 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 Power 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:
  - o 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);
  - o 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, in accordance with the law, the special or general power of attorney signed by the legal representative of the respective legal entity.

Starting with March 26, 2016 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](http://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 **April 21, 2016**, 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](mailto: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](mailto: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 March 26, 2016. 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](mailto:flavia.vandor@btrl.ro) by April 21, 2016, 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 April 21, 2016, 17:00 at the latest.

Centralization, verification and custody of the correspondence voting ballots, as well as the verification and validation of the special power 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**