



PROCEDURE FOR DIVIDEND PAYMENT

Banca Transilvania S.A., having its registered office in Cluj-Napoca, str. George Barițiu nr. 8, registered with the Trade Register Office Cluj under no. J12/4155/1993, Tax Identification Number 5022670, symbol TLV, hereby informs its shareholders with regard to the procedure for the payment of the dividends approved for distribution in the Ordinary General Meeting of Shareholders of April 27, 2016, as follows:

In accordance with the Decision of the Ordinary General Meeting of Shareholders no. 1 of April 27, 2016, the dividends due to the shareholders recorded in the Shareholders' Register held by the Central Depository SA as at May 31, 2016 - the registration date - shall be paid between June 17, 2016 - the payment date - and June 17, 2019 (the last day when the payment of the dividends can be requested), in accordance with the provisions below (considering the applicable legal regulations).

The gross value of the dividend per share is RON 0.3965581868.

For the dividend payment according to the previously mentioned GMS Decision, Banca Transilvania SA has decided to bear the **fee due to the Central Depository**. Banca Transilvania states that it shall not be held liable for any fees and charges applied by the Participants, as well as any other fees and charges that could result from other transactions, explicitly requested by the shareholders who are to bear any other such fees and charges.

Within the meaning of this procedure, the **participants** in the settlement-clearing system and the register (hereinafter referred to as the "Participants") are the intermediaries, in accordance with Law 297/2004, Article 2(14), that have concluded an agreement for the participation in the Central Depository system (share brokerage firms).

The **dividend tax** shall be withheld, in accordance with the applicable legal provisions at the payment date. Banca Transilvania SA will withhold the dividend tax in accordance with the legal provisions. If a shareholder thinks that he/she has to pay a tax that is smaller than the tax imposed by the Romanian law or that he/she is tax exempted in accordance with the legal provisions applicable to him/her (e.g. conventions on the avoidance of double taxation, international agreements, etc.), he/she shall send the documents proving the applicability of the previously mentioned legal provisions (mentioning the invoked legal taxes) to Banca Transilvania SA (Shareholding Department) by **14.06.2016**. The justifying documents shall be sent at the e-mail address flavia.vandor@btrl.ro. Banca Transilvania SA reserves the right to decide the extent to which the justifying documents are sufficient, in form and content, for the application of the tax

invoked by the shareholders, being entitled to request additional information in order to evidence the aspects above.

The transfers to the shareholder's accounts opened with BT and the withdrawal of the dividends from BT's counters shall not bear additional fees charged by the Bank.

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

Payments representing the dividends due to the shareholders shall be made in the following order in terms of payment method:

1. If the **shareholder is represented by a Participant (and/or holds shares recorded in Section 2)**, he/she will receive the dividends for the respective stake directly on the Participants' account.
2. If the **shareholder is not represented by a Participant or holds shares recorded in Section 1 and has a BT account**, the payment shall be made to the current account held by him/her as account holder; **if he/she does not have an account opened with BT**, the dividends shall be paid in cash, at Banca Transilvania's counters all over the country.

Payments representing the dividends due to the shareholders shall be made as follows:

I. Payments to the shareholders represented by the Participants in the Central Depository system

In accordance with the legal provisions, the shareholders who, at the previously mentioned registration date, hold BT shares (TLV symbol) on accounts opened with one or several Participants in the Central Depository's system, shall receive the dividends for the respective stake on the Participants' account (as per the stake level managed by each Participant), without the submission of any other additional documents, except for the ones for which the Participant has provided the Central Depository with a contract termination notice at least 2 working days before the payment.

II. Bank transfer payments to the account of the shareholders not represented by the Participants in the Central Depository system, and/or to the account of the ones that hold shares recorded in Section 1.

The dividends shall be paid by bank transfer to the shareholders (individuals or

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companies) that have an account with BT or open a current account with Banca Transilvania SA by **15.06.2016**. The shareholders must not notify the credit institution on the opening of the current account.

Any exceptions from the previously established rule shall be addressed to the BT's Shareholding Department, and shall be analyzed and solved on a case by case basis.

III. Cash payments at the counters of Banca Transilvania SA

LEGAL ENTITIES

For legal-entity shareholders that do not fall under Section I (i.e. are not represented by a Participant) or II (do not have an account opened with Banca Transilvania), the dividends shall be paid in cash, through Banca Transilvania's counters all over the country.

For the shareholders that are not represented by a Participant, companies that come at the bank's counters through their legal representative, the dividends shall be paid based on the legal entity's registration certificate with the tax identification number (C.U.I). The shareholders shall be identified based on their tax identification number. The capacity as legal representative of the legal-entity shareholders is demonstrated by means of an official document attesting the signatory's capacity as legal representative (proof issued by a competent authority, in original or notarized copy, not older than one month prior to the cash withdrawal date (the supporting document shall be retained), together with the ID document of the legal representative (ID card for Romanian citizens or passport / residence permit, as applicable, for foreign citizens). The legal representative shall submit a copy certified for conformity with the original for the following documents:

- the registration certificate of the legal-entity shareholder;
- ID document of the legal representative.

The authorized representatives (based on a valid letter of attorney) of the legal-entity shareholders shall demonstrate their capacity based on the ID document (ID card for Romanian citizens or passport / residence permit, as applicable, for foreign citizens, together with the special or general letter of attorney, duly signed by the legal representative of the legal entity (a certified copy of the letter of attorney shall be retained by the bank). The capacity as legal representative of the legal-entity shareholders is demonstrated by means of an official document attesting the signatory's capacity as legal representative (proof issued by a competent authority, in original or notarized copy, not older than one month prior to the cash withdrawal date -the supporting document shall be retained).

The conventional representative shall also submit a copy certified for conformity with the original for the following documents:

- the registration certificate of the legal-entity shareholder;
- ID document of the conventional representative.

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

INDIVIDUALS

For natural-person shareholders that do not fall under Section I (i.e. are not represented by a Participant) or II (do not have an account opened with Banca Transilvania), the dividends shall be paid in cash, through Banca Transilvania's counters all over the country. Their identification shall be made based on the national identification number (C.N.P.) or the passport number, based on the information provided through the valid identification document issued by a competent authority (ID card or passport).

For shareholders that are not represented by a Participant, natural persons that do not come in person to the Bank's counters but mandate another person in this respect, the dividends shall be paid to the respective mandated person, based on the following documents: a valid and notarized special letter of attorney stating the entitlement to collect the dividends, issued in the year in which the payment is made + 1 copy certified for conformity with the original (the copy shall be retained) and the ID document of the mandated person + 1 copy certified for conformity with the original (the copy shall be retained).

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

For the shareholders that are not represented by a Participant, resident individuals who come at the bank's counters in person, the dividends shall be paid based on the ID document with the national identification number (C.N.P.). The shareholders who are not represented by a Participant shall be identified based on their national identification number.

For the shareholders that are not represented by a Participant, non-resident individuals who come at the bank's counters in person, the dividends shall be paid based on the passport, the serial number of which must correspond to the one in the Shareholders' Register held by the Central Depository.

For shareholders that are not represented by a Participant, natural persons below 14 years of age, the dividends shall be paid to their lawful representatives, i.e. - the minor's guardian/parent, based on the following documents: the birth certificate of the shareholders not represented by the Participant, having the national identification number written on it + 1 copy certified for conformity with the original (the copy shall be retained), the legal document establishing the guardianship of the minor, if the guardian is not one of the parents + 1 copy certified for conformity with the original (the copy shall be retained) and the guardian's/parent's ID document + 1 copy certified for conformity with the original (the copy shall be retained).

For shareholders that are not represented by a Participant, under trusteeship, the dividends shall be paid through the trustee of the respective person, based on the following documents: the ID document of the shareholders not represented by a Participant having the national identification number written on it + 1 copy certified for conformity with the original (the copy shall be retained), the legal document establishing the trusteeship + 1 copy certified for conformity with the original (the copy shall be retained) and the trustee's ID document + 1 copy certified for conformity with the original (the copy shall be retained).

For shareholders that are not represented by a Participant, natural persons that do not come in person to the Bank's counters but mandate another person in this respect, the dividends shall be paid to the respective mandated person, based on the following documents: a valid and notarized special letter of attorney stating the entitlement to collect the dividends, issued in the year in which the payment is made + 1 copy certified for conformity with the original (the copy shall be retained) and the ID document of the mandated person + 1 copy certified for conformity with the original (the copy shall be retained).

The documents presented in a foreign language shall be accompanied by the notarized translation into Romanian, and if they are issued by a foreign authority they must be provided with an apostille or superlegalization, as applicable.

IV. Exceptions

Dividends shall not be paid in the following situations:

- a) To the shareholders not represented by a Participant, the national identification number or tax identification number of whom does not correspond to the one recorded in the Shareholders' Register, whereby such shareholders will be recommended to address the Central Depository.
- b) To the heirs of the shareholders not represented by a Participant, deceased but still recorded in the Shareholders' Register. They will be recommended to address

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the Central Depository.

c) In any other exceptional situation that does not fall under the previously mentioned categories, the shareholders not represented by a Participant shall address Banca Transilvania SA - the Shareholding Department (at the e-mail address flavia.vandor@btrl.ro).