

The Board of Directors of Banca Transilvania S.A. is convening the **General Meeting of Shareholders, Ordinary and Extraordinary**, for the date of **April 25<sup>th</sup>, 2018**, at 14:00 hours, respectively 15:00 hours, at Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12, for all the shareholders registered with the Shareholders' Register at the end of the day of **April 13<sup>th</sup>, 2018** (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 2017 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.
2. Approval of the net profit distribution in the sum of RON 1,185,979,233 as follows: allocation of the sum of RON 104,937,573 for legal and other reserves, of the sum of RON 1,081,041,660 lei for net profit reserves to be distributed, of which RON 610,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1405063951.
3. Discharge of directors for 2017.
4. Approval of the revenue and expenditure budget and the investment plan for 2018 (business plan for 2018).
5. Establishing the directors' remuneration for 2018, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
6. Election of the Board of Directors for the 2018-2022 mandate; the deadline for the submission of the applications is **April 9<sup>th</sup>, 2018, 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, as they become available, at the institution's headquarters or on its official website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)) and can be consulted and supplemented accordingly.
7. Approval of the date of **June 5<sup>th</sup>, 2018** as the registration date and of the **ex date – June 4<sup>th</sup>, 2018**, for the identification of the shareholders who will benefit from the results of the Ordinary

GMS and to whom the effects of the Ordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from dividends.

8. Approval of the date of **June 15<sup>th</sup>, 2018** as the payment date for dividend distribution.
9. 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 **RON 471,041,660** by issuing **471,041,660** new shares, at a nominal value of RON 1/share as well the determination of the price at which the fractions of shares will be compensated following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions.

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2017 in amount of RON 471,041,660, by issuing a number of 471,041,660 shares, with a nominal value of RON 1/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 August 3<sup>rd</sup>, 2018);

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum **35,000,000** shares (0.8062% 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 4 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.
3. Information regarding the acquisition of holdings in the capital of Victoriabank SA, Bancpost SA, ERB Retail Services IFN SA and ERB Leasing IFN SA as well as preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Bancpost S.A. (absorbed company)

4. Approval of the date of **August 3<sup>rd</sup>, 2018** as the registration date and of the **ex-date – August 2<sup>nd</sup>, 2018**, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.
5. Approval of the date of **August 6<sup>th</sup>, 2018** as the payment date for distribution of shares following the share capital increase.
6. 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.

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **April 26<sup>th</sup>, 2018**, 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 George Baritiu St., starting with March 24, 2018 or on the web page of the bank: ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)).

The share capital of Banca Transilvania is composed of **4,341,439,404** 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 not later than 15 days from the date of publication of the convening notice in the Official Gazette);
- 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 not later than 15 days from the date of publication of the convening notice in the Official Gazette).

If appropriate, the revised agenda will be republished by **April 12, 2018** 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 George 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 25<sup>th</sup>/26<sup>th</sup> of April 2018*".
- through a document signed with an extended electronic signature according to the Law no. 455/2001 regarding electronic signatures – sent to [actionariat@btrl.ro](mailto:actionariat@btrl.ro).

Each shareholder may propose a candidate for the position of member of the Board of Directors. 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 [actionariat@btrl.ro](mailto:actionariat@btrl.ro), until 09.04.2018:

- *copy of identification document;*
- *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.*

Considering the legal provisions applicable to credit institutions, Banca Transilvania may request supplementary information from shareholders in order to determine the level of suitability of the individuals concerning the duties and the specificity of the management body of the credit institution.

### **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 **23.04.2018** 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 [actionariat@btrl.ro](mailto:actionariat@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 25<sup>th</sup>/26<sup>th</sup> of April 2018*”.

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

### **Participation in GSM:**

The reference date is April 13<sup>th</sup>, 2018. 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 (through legal representatives), 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 or other entities without legal personality will be determined in accordance with the list of shareholders at the reference, received from the Central Depository or by the participants defined in art. 168 para. 1 let. b) of the Law no. 297/2007 which provide custody services: a) the account statement which verifies the

position of shareholder as well as the number of share held; b) the documents which attest the registration of information regarding the legal representative from the Central Depository/ other participants.

Should the legal representative of the shareholder-company not be mentioned in the shareholders' list at the reference date, then the quality of legal representative 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 conventional 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) together with special and general power of attorney signed by the legal representative. 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 **April 20<sup>th</sup> 2018, 17:00, in an envelope clearly indicating "For the General Meeting of Shareholders of the 25<sup>th</sup>/26<sup>th</sup> of April 2018"**.

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 is 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 **April 20<sup>th</sup> 2018, 17:00**, at [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject “*For the General Meeting of Shareholders of the 25<sup>th</sup>/26<sup>th</sup> of April 2018*”.

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:

- the agent is the significant shareholder of Banca Transilvania SA or an entity controlled by such shareholder;
- the agent is a member of the management body of Banca Transilvania, a significant shareholder or entity controlled by such shareholder;
- the agent is an employee or an auditor of the company or of a significant shareholder or entity controlled by such a shareholder;
- 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 (through proof of quality of representation).

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 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 power of attorney in accordance with the law 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:
- The quality of the legal representative of a shareholder-company or other entities without legal personality will be determined in accordance with the list of shareholders at the reference, received from the Central Depository or by the participants defined in art. 168 para. 1 let. b) of the Law no. 297/2007 which provide custody services: a) the account statement which verifies the position of shareholder as well as the number of share held; b) the documents which attest the registration of information regarding the legal representative from the Central Depository/ other participants.
  - Should the legal representative of the shareholder-company not be mentioned in the shareholders' list at the reference date, then the quality of legal representative 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).
  - 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 24<sup>th</sup>, 2018 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 20<sup>th</sup>, 2018** (in an envelope mentioning "*For the General Meeting of Shareholders of the 25<sup>th</sup>/26<sup>th</sup> of April 2018*"), 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: [actionariat@btrl.ro](mailto:actionariat@btrl.ro).

The special powers of attorney/voting via correspondence ballots regarding item no. 6 on the agenda of the meeting, filled out by the shareholders with their voting options, signed, in original, will be inserted in a separate sealed envelope, stating clearly “Confidential – Voting instructions for the General Meeting of Shareholders of the 25th/26th of April 2018”, envelope which will be placed in another envelope containing the general power of attorney/special power of attorney/voting ballot via correspondence for the other items on the agenda of the GSM together with the relevant documents.

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, as appropriate, or transmitted by e-mail to [actionariat@btrl.ro](mailto:actionariat@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 George Baritiu Street, Cluj- Napoca, starting with March 24, 2018. 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: [actionariat@btrl.ro](mailto:actionariat@btrl.ro) by **April 20<sup>th</sup>, 2018, 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 20<sup>th</sup>, 2018, 17:00** at the latest, stating clearly on the envelope "*For the General Meeting of Shareholders of the 25<sup>th</sup>/26<sup>th</sup> of April 2018*".

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