

CONVENING NOTICE

The Board of Directors of Banca Transilvania S.A. (“Company”) is convening the **Extraordinary General Shareholders Meeting (EGSM)**, for the date of **May 23rd, 2018**, at 14:00, at Opera Plaza Hotel 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 **May 8th, 2018** (i.e. the reference date – only the shareholders registered by the reference date may participate and exercise their votes in the EGSM) with the following **Agenda**:

1. Approval of a subordinated bond issue with a fixed or variable interest rate, if applicable, up to a maximum amount of EUR 350 million, with ten-year maturity, in compliance with the legal provisions and the Tier II capital requirements set out in accordance with the Romanian legal framework in force, follow-on the adoption in the internal legislation of the CRD IV provisions (the Bonds).
2. Approval of a public offer having as object the Bonds, which will be addressed to a maximum 150 people (the Offer).
3. Approval by the Company of all necessary actions and formalities, useful and / or appropriate for admitting the Bonds for trading on the regulated market managed by the Bucharest Stock Exchange, following the performance of the Offer (the Admission)
4. Approval of BT Capital Partners S.A designation, a legal entity established and operating in accordance with the Romanian law, with its registered office in Romania, Cluj-Napoca, 74-76 Constantin Brâncuși Street, Brancusi Business Center, Ground Floor, Cluj County, registered with Cluj Trade Register under no. J12 / 3156/1994, EUID: J12 / 3156/1994, tax identification number 6838953, as the Offer’s Intermediary.
5. Approval of the empowerment of the Board of Directors, with the possibility of sub delegation, depending on the case:
 - a) to issue any decision and to fulfill any necessary legal documents and facts, useful and/or convenient for the performance of the decisions of the EGSM, including without limitation, the negotiation, establishment and approval of the Bonds issuing value, the issuing price in accordance with the market conditions, terms of the agreement, disbursements, early repayments, interests, fees and charges, collaterals, providing any

- type of tangible collaterals, ensuring the drafting and publication, if necessary of any offer prospectus, as well as the negotiation, approval and signing of any documents related to the Offer and Admission, negotiation and signing of any agreements with intermediaries and consultants and the completion of any necessary legal documents and deeds if they are in accordance with the EGSM decisions;
- b) to approve any agreements and/or arrangements concerning the Bonds and / or Offer and / or Admission or any other arrangements, offer prospectus, any subscription agreements, sale, agency, trust of consultancy, certificates, statements, registers, and annexes and any other required documents, to perform any formalities and to authorize and / or execute any other necessary actions so as to give full effects to the issue of Bonds and / or Offer and / or Admission (as appropriate) and to empower the representatives of the Company to sign any such documents, to fulfill any such formalities and to fulfill any such actions; and
- c) to sign any documents, in the name and on behalf of the Company, with full power and authority, to file, to request the publication of the decision in the Official Gazette of Romania, Part IV, to collect any documents and to fulfill any necessary formalities in relationship with the Trade Register Office, as well as before any other authority, public institution, legal entity or individual, as well as to execute any operations, in order to fulfill and ensure the legality of the decisions of the EGSM.
6. Approval of the date of **June 15th 2018** as registration date and ex-date - **June 14th 2018**, for the identification of the shareholders entitled to benefit of other rights and to which the effects of the decisions of the EGSM apply.

If, at the first convening, the legal and statutory quorum is not met, the General Meeting will take place on **May 24th, 2018**, at 14:00 hours, at the above mentioned address, with the same agenda and the same reference date.

EGSM Documents:

The convening notice, the documents to be debated as well as the EGSM resolution draft are available, starting with **April 20th 2018** on the web page of the company: (www.bancatransilvania.ro) or at the Company's headquarters in Cluj-Napoca, 8 G. Baritiu St.

The share capital of the company is composed of **4,341,439,404** shares, each share conferring the right to express one vote within the GEMS.

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 company 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 company 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 **May 11th 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 23rd/24th of May 2018*"

- Through a document signed with an extended electronic signature of the of the individual/legal representative/appointee in accordance with the Law no. 455/2001 regarding electronic signatures – sent to actionariat@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 **18.05.2018** 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. 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 23rd/24th of May 2018*””.

The company may also reply by posting the answers on the company's website (www.bancatransilvania.ro), Investors' Relations Section, FAQ Tab (Frequently asked questions).

Participation in EGSM:

The reference date is **May 8th, 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 Paragraph 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 May 18th 2018, 17:00, in an envelope clearly indicating "*For the General Meeting of Shareholders of the 23rd/24th of May 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 of the individual/legal representative/appointee, in accordance with the Law. 455/2001 on electronic signature, as amended and supplemented, so it may be received at the registry of the Company until **May 18th 2018, 17:00**, at actionariat@btrl.ro, with the subject “*For the General Meeting of Shareholders of the 23rd/24th of May 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 the Company or an entity controlled by such shareholder;
- the agent is a member of the management body of the Company, 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 representative cannot be replaced by another person, unless this right has been expressly transferred by the shareholder through a power of attorney. 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 EGSM 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 EGSM are:
 - o Legal representative - 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 of the Company at the reference date, 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.
 - o 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).
 - 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 April 20th 2018 the special power of attorney forms, respectively those for exercising the right to vote by correspondence will be available at the Company's Head Office and the company's branches/agencies in the country or can be downloaded from the company'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 Company's Head Office or branches by **May 18th, 2018** (in an envelope mentioning "*For the General Meeting of Shareholders of the 23rd/24th of May 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 the Company 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.

Credit institutions that provide custody services for the company'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 that 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;

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 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 company's web site or at Company's Head Office – 8 George Baritiu Street, Cluj- Napoca, starting with April 20, 2018. The correspondence voting form can be transmitted signed with an extended electronic signature of the individual/legal representative/appointee 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 by **May 18th, 2018, 17:00** at the latest or in original, at the company'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 Company's headquarters by **May 18th, 2018, 17:00** at the latest, stating clearly on the envelope "*For the General Meeting of Shareholders of 23rd/24th of May 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 Company's headquarters or on the phone 0264/407.150, extension 1289, between 9:00 – 17:00.

BOARD OF DIRECTORS

CHAIRMAN,

Horia CIORCILA