

## **CONVENING NOTICE**

The Board of Directors of Banca Transilvania S.A. is convening the **General Meeting of Shareholders, Ordinary and Extraordinary**, for the date of **April 29<sup>th</sup>, 2020**, at 16:00 hours, respectively 17:00 hours, at BT's head office, located in Cluj-Napoca, str. G. Baritiu no. 8, for all the shareholders registered with the Shareholders' Register at the end of the day of **April 21<sup>th</sup>, 2020** (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. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Approval of the annual statutory IFRS financial statements for the 2019 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.
3. Approval of the net profit distribution in the sum of RON 1,620,511,500 as follows: allocation of the sum of RON 231,366,623 for legal and other reserves, of the sum of RON 1,389,144,877 lei for net profit reserves to be distributed, of which RON 600,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1150286771.
4. Discharge of directors for 2019.
5. Approval of the revenue and expenditure budget and the investment plan for 2020 (business plan for 2020).
6. Establishing the directors' remuneration for 2020, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.
7. The approval of a financial auditor for the Bank who will audit the financial situations of the Bank for the 2020-2023 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.

8. Approval of the date of **June 9<sup>th</sup>, 2020** as the registration date and of the **ex date** – **June 5<sup>th</sup>, 2020**, 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.
9. Approval of the date of **June 22<sup>th</sup>, 2020** as the payment date for dividend distribution.
10. 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. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.
2. Increase of the share capital with the amount of RON 521.609.059 by issuing 521.609.059 new shares, at a nominal value of RON 1/share as well establishing a price of RON 0 (zero) to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).  
The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2019, in amount of RON 521.609.059, by issuing a number of 521.609.059 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 7<sup>nd</sup>, 2020);
3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to **35.000.000** shares (0.67% 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.

4. Information regarding the purchase of a shareholding in OCN Microinvest SRL.
5. Changes to the Articles of Incorporation as follows:

Changes to art. 14 – Leaders’ Committee, as follows:

*The management, organization and coordination of the bank’s current business is ensured by the leaders (directors) of the bank (Chief Executive Officers and deputy CEOs), appointed by the Board of Directors, who together form the Leaders’ Committee. The Chief Executive Officer and deputy CEOs will form together the Leaders’ Committee. The Board of Directors mandates the bank’s leaders to exercise jointly the powers of organization and management of the bank’s activity. The bank leaders are vested with the rights, obligations and responsibilities provided in the relevant legislation and the Articles of Association for the activities they coordinate according to the bank’s organization chart, including the right to represent the Bank in relation to third parties. The leaders may, based on the received mandate, delegate some of their responsibilities in a clear and transparent way to specific committees/other structures or individually the Banks’ employees. The Leaders’ Committee shall adopt decisions by consensus; in case of disagreement, the subject will be forwarded to the Board of Directors. The Bank is validly bound in property related operations and current business in line with the internal regulations.*

6. Approval of the date of **August 7<sup>nd</sup>, 2020** as the registration date and of the ex-date – **August 6<sup>th</sup>, 2020**, 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.
7. Approval of the date of **August 10<sup>th</sup>, 2020** as the payment date for distribution of shares following the share capital increase.

8. 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 30<sup>th</sup>, 2020**, at 16:00 hours, respectively 17:00, at the above mentioned venue, with the same agenda and the same reference date.

### **Important information regarding the situation caused by COVID-19**

Considering the evolution of the epidemiological situation caused by the spread of the SARS-CoV-2 coronavirus at the level of over 150 countries (including in Romania) as well as the establishment of a state of emergency throughout Romania and the limitations regarding the meetings of persons, in order to protect its shareholders, as well as the other participants, Banca Transilvania wants to limit, as much as possible, within the limits of the currently applicable legislative framework, human interactions in relation to the corporate events of the Company, including the general meetings of the shareholders.

In this regard, the Company strongly recommends to the shareholders to use the electronic/remote means of interaction in relation to the Ordinary General Meeting of the Shareholders and, respectively, the Extraordinary General Meeting of the Shareholders, such as:

1. accessing the materials related to the Ordinary General Meeting of the Shareholders and, respectively, to the Extraordinary General Meeting of the Shareholders, on electronic format, rather than in physical copy (on paper), sent by post, courier service or personally at the Company's headquarters. All the materials related to the items on the agenda of the Ordinary General Meeting of Shareholders and, respectively, the Extraordinary General Meeting of Shareholders will be available on the Bank's website ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)), as mentioned in the present convener;

2. the transmission by the shareholders (i) of the proposals regarding the introduction of new items on the agenda, or, as the case may be, the presentation of draft resolutions for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders and, respectively, to the Extraordinary General Meeting of the

Shareholders, as well as (ii) the questions regarding the Ordinary General Meeting of the Shareholders and, respectively, the Extraordinary General Meeting of the Shareholders, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), according to those mentioned in the present convener, rather than by post, courier services or personally at the Company's registry office;

3. the transmission by the shareholders of the GPAs or, as the case may be, of the SPAs by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), according to those mentioned in the present convener, rather than by post, courier services or personally at the Company's registry office;

4. voting by correspondence and, preferably, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, in respect to the instructions described below in the present convener, rather than by post, courier services or personally at the Company's registry office.

In these extreme conditions caused by COVID-19, it is preferable that the Ordinary General Meeting of the Shareholders and, respectively, the Extraordinary General Meeting of the Shareholders be carried out without the physical participation of the shareholders (except for the meeting secretaries and the technical secretaries), of course with respect of the rights of the shareholders. In this regard, a separate item was included on the agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders concerning the election of the meeting secretaries and the technical secretaries, so that they could be elected by correspondence vote.

Depending on the evolution of the situation caused by COVID-19, between the moment of publication of this convening notice and the date of holding the Ordinary General Meeting of Shareholders and, respectively, the Extraordinary General Meeting of Shareholders, we will take the appropriate measures, required or imposed by the authorities, with the appropriate notification of the shareholders of the Company. We also inform you that, if the current restrictions regarding the limitation of the number of participants to events held in confined spaces will be maintained, Banca Transilvania SA will have to apply additional measures for the application of these legal requirements.

Last but not least, we would like to point out that participating in public events/meetings (which comply with the possible limits imposed by the authorities at that time) exposes the participants to a possible contamination with SARS-CoV-2 coronavirus, and the Company and / or its management could not be held responsible for such risk.

**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. or on the web page of the bank: ([www.bancatransilvania.ro](http://www.bancatransilvania.ro)), starting with **March, the 29<sup>th</sup>, 2020**, and can be obtained on paper, at the request of interested shareholders, sent to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro).

The share capital of Banca Transilvania is composed of **5.216.090.590 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 17<sup>th</sup>, 2020**, 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 29<sup>th</sup>/30<sup>th</sup> of April 2020”*.
- 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), with the subject: *“For the General Meeting of Shareholders of the 29<sup>th</sup>/30<sup>th</sup> of April 2020”*.

### **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 **April 24<sup>th</sup>, 2020**, at the latest.

The shareholders questions, along with the related documents, mentioned in this convener may be sent in writing either by post or courier service to Banca Transilvania S.A.'s headquarters, in an envelope clearly indicating *“For the General Meeting of Shareholders of the 29<sup>th</sup>/30<sup>th</sup> of April 2020”*, either by electronic means, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature (at the address: [actionariat@btrl.ro](mailto:actionariat@btrl.ro)), with the subject *“For the General Meetings of the Shareholders of April 29/30 2020”*.

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 21<sup>th</sup>, 2020**. 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 accordance with the applicable law 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 24<sup>th</sup>, 2020, 17:00 (Romanian time)**, in an envelope clearly indicating **“For the General Meeting of Shareholders of the 29<sup>th</sup>/30<sup>th</sup> of April 2020”**.

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 24<sup>th</sup>, 2020, 17:00 (Romanian time)**, at [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject **“For the General Meeting of Shareholders of the 29<sup>th</sup>/30<sup>th</sup> of April 2020”**.

To validate the mandate, the agent (conventional representative) must be either an intermediary 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 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:
  - o 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 accordance with the applicable law 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 29<sup>th</sup>, 2020 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 by **April 24<sup>th</sup>, 2020** (in an envelope mentioning "*For the General Meeting of Shareholders of the 29<sup>th</sup>/30<sup>th</sup> of April 2020*"), 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, together with the related documents, mentioned in this convener, may also be transmitted electronically, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject "For the General Meetings of the Shareholders of April 29/30 2020".

SPAs/correspondence voting ballots dedicated to item no. 7 on the agenda, completed by the shareholders with their voting options, signed, originally, will be introduced in a separate,

closed envelope, clearly mentioning "Confidential - Secret voting instructions for the Ordinary General Meeting of Shareholders from 29/30 April 2020 " and which will be included, subsequently, in the envelope containing the general/special power of attorney/correspondence voting ballot dedicated to the other items on the GMS agenda and related documents. SPAs/ correspondence voting ballots dedicated to item no. 7 of the agenda, completed by the shareholders with their voting options, may also be transmitted electronically, by e-mail, using the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject "Confidential - Instructions for secret voting for the Ordinary General Meeting of Shareholders from 29/ 30 April 2020".

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.

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 29<sup>th</sup>, 2020. The correspondence voting form can be sent with the built-in extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, accompanied by the copy of the identity document (for individual shareholders) or of the registration certificate of the shareholder (for shareholders-companies), according to the law, to the e-mail address [actionariat@btrl.ro](mailto:actionariat@btrl.ro), with the subject "*For the General Shareholders Meeting from April 29/30, 2020*" at the latest on **April 24, 2020, at 17.00 (Romanian time)**, or 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 form to the Company's headquarters by **April 24<sup>th</sup>, 2020, 17:00 (Romanian time)** at the latest, stating clearly on the envelope "*For the General Meeting of Shareholders of the 29<sup>th</sup>/30<sup>th</sup> of April 2020*".

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 CIORCILĂ**