

NATIONAL SECURITIES COMMISSION

DECISION NO. 345/18.04.2013

Pursuant to Articles 2, 7 and 9(1) in the Statute of the National Securities Commission adopted by Government Emergency Ordinance No. 25/2002 approved through Law No. 514/2012, as subsequently amended and supplemented,

pursuant to Parliament Resolutions No. 2/14.01.2012, No. 18/27.09.2011 and No. 10/27.03.2012,

in accordance with the provisions laid down in Article 179 of Law No. 297/2004 on capital market, as subsequently amended and supplemented, correlated with the provisions laid down in Article 9 of the NSC's Regulations no. 1/2006 on issuers and securities operations, as subsequently amended and supplemented

as a consequence of the letters from SSIF BT SECURITIES S.A. registered with NSC under no. 9636/11.04.2013 and no. 9685/11.04.2013,

pursuant to the analysis performed by the specialized department and after the deliberations in the meeting on 18.04.2013 the National Securities Commission has ordered the issuance of the following individual deed:

DECISION:

Article 1. The NSC approves the amendment to the prospectus for the offering of unsecured bonds convertible into shares issued by S.C. BANCA TRANSILVANIA S.A. Cluj Napoca, (NSC's Decizion no. 304/04.04.2013).

The amendment resides in the following changes to the prospectus:

Summary. Section E: Offer. E3 changes from:

"The Pre-emptive Offer will begin on 09.04.2013 and continue for a period of thirty (30) calendar days until 08.05.2013, at the Broker's head offices and the CNVM authorized agencies of BT Securities between 9.00-16.00 each Business Day, except for the last day (08.05.2013), which will close at 14.00"

into

„The Pre-emptive Offer will begin on 09.04.2013 and continue for a period of thirty (30) calendar days until 08.05.2013, in order for the shareholders registered on the Registration Date in the Issuer's Shareholders' Register kept with the Central Depository to exercise their pre-emptive right at the head offices of the Broker (Cluj-Napoca, bld. 21 Decembrie. 1989, nr.104, et.1) and CNVM authorized agencies of BT Securities, as well as through Banca Transilvania at its agencies mentioned in Annex 5, between 9.00 - 16.00 each Business Day, except for the last day (08.05.2013), which will close at 14.00"

"Following the closing of the Pre-emptive Offer, the Lead Investor may subscribe for Tranche A Bonds and Qualified Investors may subscribe for Tranche B Bonds, in the Primary Offer respectively, beginning on the first Business Day after the closing of the Pre-emptive Offer, from 09.05.2013 until 21.05.2013 at the broker's head offices the CNVM-authorized agencies of BT Securities from 9.00-16.00 each Business Day, except for the Offering closing day, which will close at 14.00"

into

„Following the closing of the Pre-emptive Offer, the Lead Investor may subscribe for Tranche A Bonds and Qualified Investors may subscribe for Tranche B Bonds, in the Primary Offer respectively, beginning on the first Business Day after the closing of the Pre-emptive Offer, from 09.05.2013 until 21.05.2013 at the broker's head offices, the CNVM-authorized agencies of BT Securities, as well as through Banca Transilvania at its agencies mentioned in Annex 5, from 9.00-16.00 each Business Day, except for the Offering closing day, which will close at 14.00"

II. BONDS TERMS AND CONDITIONS 3. OFFER CONDITIONS. Subscription in the Primary Offer changes from:

“Following the closing of the Pre-emptive Offer, the Lead Investor may subscribe for Tranche A Bonds and Qualified Investors may subscribe for Tranche B Bonds, in the Primary Offer respectively, beginning on the first Business Day after the closing of the Pre-emptive Offer, from 09.05.2013 until 21.05.2013 at the broker’s head offices the CNVM authorized agencies of BT Securities from 9.00-16.00 each Business Day, except for the Offering closing day, which will close at 14.00”

into

„Following the closing of the Pre-emptive Offer, the Lead Investor may subscribe for Tranche A Bonds and Qualified Investors may subscribe for Tranche B Bonds, in the Primary Offer respectively, beginning on the first Business Day after the closing of the Pre-emptive Offer, from 09.05.2013 until 21.05.2013 at the Broker’s head offices, the CNVM-authorized agencies of BT Securities, as well as through Banca Transilvania at its agencies mentioned in Annex 5, from 9.00-16.00 each Business Day, except for the Offering closing day, which will close at 14.00”

II. BONDS TERMS AND CONDITIONS 3. OFFER CONDITIONS. Subscription and Payment changes from:

“The Pre-emptive Offer will begin on 09.04.2013 and continue for a period of thirty (30) calendar days until 08.05.2013 in order for the shareholders registered on the Registration Date in the Issuer’s Shareholders’ Register kept with the Central Depository to exercise their pre-emptive right at the head offices of the Broker (Cluj-Napoca, bld. 21 Decembrie 1989, nr.104, et.1) and CNVM authorized agencies of BT Securities from 9.00-16.00 each Business Day except for the day of the Offer, 08.05.2013, which will close at 14.00”

into

„The Pre-emptive Offer will begin on 09.04.2013 and continue for a period of thirty (30) calendar days until 08.05.2013 in order for the shareholders registered on the Registration Date in the Issuer’s Shareholders’ Register kept with the Central Depository to exercise their pre-emptive right at the head offices of the Broker (Cluj-Napoca, bld. 21 Decembrie 1989, nr.104, et.1) and CNVM authorized agencies of BT Securities, as well as through Banca Transilvania at its agencies mentioned in Annex 5, from 9.00-16.00 each Business Day except for the day of the Offer, 08.05.2013, which will close at 14.00.”

All other features of the offer remain unchanged.

Article 2. This decision shall be published in the NSC Bulletin.

PRESIDENT
Eugenia Carmen NEGOITA
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