

**Primary Offer for the sale of bonds convertible into shares issued by Banca Transilvania S.A. Cluj-Napoca
approved by the National Securities Commission through Decision no. 304/04.04.2013**

Issuer's name	BANCA TRANSILVANIA , a joint-stock company, having its registered office in Cluj-Napoca, Str. G.Baritiu Nr. 8, registered with the Trade Register Office under no. J12/4155/1993, Tax Identification Number 5022670.
Broker	BT SECURITIES SA , a company for financial investment services, having its registered office in Cluj-Napoca, bld.21 Decembrie 1989, nr.104, et.1, Tax identification Number 6838953; phone: 0264-430564.
Type of securities, subject matter of the offer	Subordinated unsecured convertible bonds of 2013, due 2020, nominative, issued in dematerialized form
Number of offered binds	50,000,000 bonds
Face value	Euro 0.60
Issue price	EURO 0.6
Estimated proceeds of the Offer	Euro 30,000,000
Maturity	7 years
security type	unsecured
Pre-Emptive Offer	The offer of bonds to all the Issuer's shareholders, as registered at the Registration date, May 21, 2012
Primary Offer	The offer of the Bonds unsubscribed after the completion of the Pre-emptive Offer to the the Tranche A Purchaser and the qualified investors - Tranche B;
Tranche A Bonds	The Tranche A Bonds will be issued in an aggregate principal amount of up to Euro 18,938,347.80 consisting of 31.563.913 Bonds, and are reserved for subscription by International Finance Corporation as Lead Investor pursuant to the Tranche A Bond Subscription Agreement.
Tranche B Bonds	The Tranche B Bonds will be the unsubscribed Bonds from the Pre-emptive Offer and excluding the ones subscribed by IFC in Tranche A. Only Qualified Investors can subscribe in this tranche
Use of funds	The funds obtained from the Offer in a maximum value of Euro 30,000,000 shall be used to increase the Bank's Supplementary Tier II Capital base (own funds of the Bank) and finance the general operations of the Bank and the expansion of the Bank's operations, including its branch network.
Interest	EURIBOR_{6 months} + 6.25%
Interest payment date	Each of the following: 15 July 2013, 15 January 2014, 15 July 2014, 15 January 2015, 15 July 2015, 15 January 2016, 15 July 2016, 15 January 2017, 15 July 2017, 15 January 2018, 15 July 2018, 15 January 2019, 15 July 2019, 15 January 2020 and the Maturity Date.
Conversion right	any Bondholder may choose to effect the conversion of all or any portion of the outstanding principal of Bonds held by such Bondholder into Shares of common stock of the Bank free and clear of any Encumbrance (as defined below) and together with all rights attaching thereto, on each of the following dates: July 27, 2014, July 27, 2015, July 27, 2016, July 27, 2017, July 27, 2018, July 27, 2019, and the date which is 30 days before the Maturity Date (each a " Price-fixing Date ")
Maturity/Redemption	Outstanding Bonds which have not been converted into Shares will be redeemed in their principal amount after seven years, on the date which will be seven years after the Issue Date. The maturity will not exceed 7 years. The Bonds may not be pre-paid or redeemed prior to the Redemption Date and Bondholders will have no option to accelerate payment, except in an Event of Default.
Offer period	<ul style="list-style-type: none"> Pre-emptive Offer : 30 calendar days 09.04.2013 – 08.05.2013 Primary Offer: 9 business days : 09.05.2013 – 21.05.2013
Offer opening and closing dates	<ul style="list-style-type: none"> Pre-emptive Offer: is declared open on 09.04.2013 at 9:00 a.m. and closed on 08.05.2013 at 14 :00 p.m. Primary Offer: is declared open on 09.05.2013 at 9:00 a.m. and closed on 21.05.2013 at 14:00 p.m.
Allocation criterion in case of oversubscription of the Tranche B Bonds	<p>In case the Tranche B will be oversubscribed, the allocation of the Bonds will be done by the "Pro-rata method" principle.</p> <p>Upon the subscription by the IFC of the Tranche A Bonds, but no later than the last day of the Offer, 10:00 a.m. (Bucharest time), the Issuer shall send a current report to the Bucharest Stock Exchange (BVB) on the performance of the subscription to Tranche A Bonds.</p> <p>On the last day of the Offer, if IFC has not subscribed the Tranche A Bonds, they shall be allotted to the Tranche B Bonds. The Issuer, on the same day, by 10:00 a.m. (Bucharest time) shall send a current report to BVB mentioning the allotment of the Tranche A Bonds to Tranche B Bonds. This current report on the reallocation of the Tranche A Bonds to Tranche B Bonds shall not and cannot be considered an amendment to the Prospectus.</p>
Opening hours	On business days between 9.00-16.00 o'clock, from Mondays to Fridays included, less the last subscription day between 9.00-14.00 o'clock.
Subscription place	The subscription can be made at the Broker's headquarters and the BT SECURITIES agencies authorized by the National Securities Commission.

Subscription method	<p>The subscription can be made based on the subscription form, through BT Securities S.A. and at the BT SECURITIES agencies authorized by the National Securities Commission.</p> <p>The Offer is considered successfully closed, if there are subscribed Bonds in an aggregate amount of minimum Euro 20,000,000.</p>
Preparation date of the offer announcement	07.03.2013

Banca Transilvania, in its capacity of Issuer, duly represented by Mr. Nicolae Tarcea – Deputy CEO, and BT Securities SA, duly represented by Mr. Rares Nilas – General Manager, in its capacity as broker of the primary offer for the sale of the bonds issued by Banca Transilvania, hereby declare that a prospectus has been prepared and that such prospectus can be obtained at the Broker's headquarters BT Securities SA. (Cluj-Napoca, B-dul. 21 Decembrie, no.104, 1st floor, Cluj) and at the Issuer's headquarters (Cluj-Napoca, str. G. Barițiu, no.8, floor 2).

READ THE PROSPECTUS BEFORE SUBSCRIPTION

THE APPROVAL AFFIXED TO THIS PUBLIC OFFERING PROSPECTUS DOES NOT REPRESENT A GUARANTEE OR IMPLY ANY OTHER FORM OF ASSESSMENT BY THE NATIONAL SECURITIES COMMISSION OF THE TRANSACTION MERITS, ADVANTAGES, DISADVANTAGES, PROFIT OR RISKS INVOLVED BY THE ACCEPTANCE OF THE OFFERING. THE APPROVAL DECISION CERTIFIES ONLY THE COMPLIANCE OF THE PROSPECTUS WITH THE LAW AND NORMS ADOPTED FOR THE ENFORCEMENT THEREOF.