



Pursuant to Article 117¹ of Law no. 31/1990 on trading companies, as subsequently amended and supplemented, in addition to the request for the supplementation of the EGM agenda filed by the S.I.F. Moldova S.A., the Board of Directors of Banca Transilvania S.A. adds a new point 4 to the agenda for BT's EGM convened for the date of **April 27, 2012**, 4 p.m., at Grand Hotel Italia in Cluj-Napoca, Trifoiului – Vasile Conta Street, for all shareholders registered with the Shareholding Register at the end of the day **April 17, 2012** (reference date – Note that only the persons who are registered as shareholders at the reference date shall participate and vote in the General Meeting of Shareholders). The rest of the provisions in the convening notice shall remain unchanged.

The supplemented agenda for the Extraordinary General Meeting of Shareholders and the Ordinary General Meeting of Shareholders is:

For the Ordinary General Meeting:

1. Approval of the annual financial statements (statutory and IFRS) for the 2011 financial year, in compliance with NBR Order No. 13/2008 and NBR Order 15/2009, along with the reports of the Board of Directors and of the Independent Auditor, as well as the approval of the profit distribution proposal;
2. Discharge of the administration for the 2011 financial year;
3. Approval of the Budget of revenues and expenses and of the investment plan for 2012 (business plan for 2012);
4. Election of a Director for the period remaining until the expiry of the current Board's mandate, i.e. 2012-2014, as a result of the existing vacancy; The deadline for the submission of the candidacies is April 12, 2012, whereas the final list shall contain information on the name, domicile address and professional qualification of the persons proposed for the position of Director, and it shall be made available to the shareholders as of April 16, 2012 at the company's headquarters / on the site with the possibility of supplementing it by the legal deadline.
5. Setting the remuneration of administrators for 2012 exercise, including the ceilings of additional remunerations granted to the administrators and directors;
6. Approval of the date of **May 21, 2012** as the registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the ordinary GSM decisions).

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of **129,384,347 lei**, by issuing 129,384,347 **new shares**, with a face value of 1 leu/share. The increase in the share capital will be carried out by using three sources:
 - a) capitalization of reserves from the net profit of previous years outstanding in the balance sheet as of 31.12.2011 in amount of **6.123.673 lei**, respectively the issue of **6.123.673 new shares** with a face value of 1 leu/share to 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 May 21, 2012*);
 - b) fully paid-up issue premiums amounting to **732.135 lei**, by the issue of 732.135 shares, with a face value of 1 leu/share to 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 May 21, 2012*)

- c) capitalization of reserves from the net profit of year 2011, in amount of **122.528.539 lei**, respectively the issue of **122.528.539 new shares**, with a face value of 1 leu/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 May 21, 2012*);
2. Approval of a subordinate convertible bond issue amounting to 30 million Euro.
3. Amendment of the Constitutional Act as follows:
- *Rewording Article 13 (a)(d) in the Articles of Association, regarding the mandate of the Board of Directors, as follows:*
“The Mandate of the Board of Directors is 4 years”
 - *Amendment of the Preamble to Article 13(e) regarding the responsibilities of the Board of Directors, as follows:*
“The responsibilities of the Board of Directors directly exercised or delegated – unless the law explicitly forbids them, are:”
 - *Amendment of Article 13 (e)(4), on the duties of the Board, as follows:*
(d) *approves the establishment of correspondent banking relations with banks in the country and abroad as well as the related upper limits (at the CEM proposal to the extent it is needed) as well as the financing agreements for the bank’s current activities”*
 - *Amendment of article 17(e), with regard to the balance sheet and the Profit and Loss Account. The new content of the said article shall be:*
“e. The financial auditors shall verify if the financial statements are prepared in accordance with the applicable accounting provisions and shall prepare an audit report signed by the responsible person subject to the legal provisions. The annual financial statements along with the proposal for the profit distribution and the Directors’ report for the respective financial year shall be submitted for approval by the General Meeting of Shareholders. The annual financial statements, duly approved, together with the Directors’ report and the Audit Report shall be published in accordance with the applicable legal provisions. The General Meeting of Shareholders decides on the amount of the annual bonuses, the remuneration of the members in the Council of Administration, the Executive Management Committee as well as the amount and the purpose of the reserve fund, the special reserves and other funds under the law.”
 - *Elimination of Article 19 (e).*
4. Approval of the buyback by the bank of its own shares, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 15,000,000 shares (0.84% of the total shares included in the share capital) with a face value of 1 leu/share at a minimum price equal to the market price on BVB at the moment of the buyback and a maximum price of 2 lei, for a period of maximum 18 months as of the publishing date of the EGM resolution in the Official Gazette of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principle and a share retention program for a period of at least 3 years, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.
5. Approval of the date of **May 21, 2012** as the registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the ordinary GSM decisions).

If, at the first convening, the legal and statutory quorum is not met, the general meeting (ordinary and extraordinary) will take place on **April 28, 2012**, 2 p.m., and 4 p.m. respectively, at the address mentioned for the first convening, with the same agenda and reference date.

GSM Documents:

The convening notice, the documents to be debated as well as the GSM resolution drafts are available at the bank's head office in Cluj-Napoca, 8, G. Baritiu St., starting with March 26, 2012 or on the web page: www.bancatransilvania.ro.

The share capital is composed of 1.773.658.066 shares, each share conferring the right to express a vote in GSM.

Shareholders' proposal regarding GSM:

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; such proposal has to be sent to the bank until April 9, 2012, 5 p.m.),
- 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 made in writing and sent to the bank until April 9, 2012, 5 p.m.).

In this case, the modified agenda will be republished until 13th of April, 2012, according to the law.

The shareholders' proposals and the documents attesting the fulfillment of conditions to exercise the rights mentioned above will be sent as follows:

- by handwritten document in original sent by post or courier service to Banca Transilvania S.A., 8 G. Baritiu St., Cluj-Napoca, Cluj county;
- by means of document signed with extended electronic signature according to Law no. 455/2001 regarding electronic signatures – to the e-mail address: flavia.vandor@btrl.ro.

Questions regarding the GSM:

The shareholders can submit to the bank's business place questions in writing regarding the topics on the agenda together with acts enabling the identification of the shareholder before the OGM and EGM. The bank can reply including by posting the answers on the bank's website (www.bancatransilvania.ro).

The questions of the shareholders can be sent in writing either by post or courier service to the bank's business place or by electronic means (to the address: flavia.vandor@btrl.ro).

Participation in GSM:

The reference date April 17, 2012. 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 or may be represented by other persons according to the law or can vote by correspondence.

- 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 and the identification document of the representative, if the shareholder is represented by another person;
- 2) The documents necessary for company shareholders to attend the GSM are:

- legal representative – based on an official document proving this status (certificate issued by the Trade Registry within the validity term or another type of proof issued by a competent authority);
- the person delegated with representation competence – beside the aforementioned document, which proves the legal representative status of the person signing the power of attorney, must also present the special power of attorney signed by the legal representative of the respective legal entity.

Starting with March 26th, 2012, the special power of attorney form, respectively those for exercising the right to vote by correspondence will be available at Banca Transilvania headquarters and the bank's branches/agencies throughout the country or can be downloaded from the bank's website (www.bancatransilvania.ro). After the expiry of the candidacy submission period for the vacant Director position, starting with April 16, 2012, the final forms of the letters of attorney and of the correspondence voting forms shall also be available for download from the bank's website or can be obtained from the headquarters of Banca Transilvania and from its branches / agencies in the country.

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 22, 2012**, 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 company shareholder 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 shareholders registered on the reference date may vote by correspondence, before the General Shareholders Meeting, using the voting form made available on the bank's web site or at Banca Transilvania Headquarters – 8 G. Baritiu Street, Cluj- Napoca, starting with March 26, 2012 (April 16, 2012 filled in with the data of the candidates for the vacant Director position). The correspondence voting form legalized by a public notary and a copy of the identification document (for individual shareholders) or shareholders' registration certificate (for company shareholders) will be transmitted in original to the bank's business place by April 22nd, 2012, 5 p.m. at the latest.

Additional information can be obtained at the bank's headquarters or on the phone at +40(0)264 407.150, extension 1289, between 9:00 – 5:00 p.m.

Council of Administration

CHAIRMAN

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