

**SPECIAL POWER OF ATTORNEY**  
**for the representation of juridical persons**  
**in the Ordinary and Extraordinary General Meetings of the Shareholders**

The company \_\_\_\_\_ registered with the Trade Registry under no \_\_\_\_\_ with the sole identification number \_\_\_\_\_ having its registered offices in \_\_\_\_\_ legally represented by Mr/Mrs (*name of the representative*) \_\_\_\_\_ holder of \_\_\_\_\_ shares issued by Banca Transilvania S.A., giving it the right to the same number of votes in the General Meeting of Shareholders and accounting for \_\_\_\_\_% of the share capital and \_\_\_\_\_% of the total number of the voting rights, hereby, appoints Mr/Mrs. (*name of the representative*) \_\_\_\_\_ resident in \_\_\_\_\_ with ID/passport series \_\_\_\_ no. \_\_\_\_\_ PIN \_\_\_\_\_ as representative of the company in the General Meeting of Shareholders, ordinary and extraordinary, to be held on 28.04.2011 hours 14,00 respectively hours 16,00 at the Hotel Belvedere in Cluj-Napoca str. Călărașilor nr.1-3 or on 29.04.2011, hours 14,00, respectively hours 16,00, when a second meeting is to be held in case the first meeting has not been held, to exercise the voting rights for the shares held by the company recorded in the Shareholders' Register at the end of the day 19.04.2011, as follows:

**We, the Undersigned, hereby give discretionary voting rights to our representative on the topics of the Ordinary and Extraordinary General Shareholders' Meeting agenda.**

**For the Ordinary General Meeting:**

- 1. Approval of the financial statements statutory and IFRS for the 2010 financial exercise, in compliance with the NBR order no. 13/2008 and NBR order no. 15/2009, together with the Report of the Council of Administration and of the Independent Auditor as well as the approval of the proposed profit distribution;**
- 2. Discharge of administrators for the 2010 exercise;**

3. Approval of the Budget for expenditure and revenues and the investment plan for 2011 (business plan for 2011);
4. Setting the remuneration of administrators for 2011 exercise, including the ceilings of additional remunerations granted to the administrators and directors;
5. Ratification of Council of Administration's decision of the 29<sup>th</sup> of September, 2010 regarding the extension of the service provision contract, for an additional period of 2 years with:
  - S.C. KPMG Audit S.R.L. for auditing the financial statements prepared in accordance with N.B.R. order no. 13/2008 and NBR no. 9/2010;
6. Under the Law no. 297/2004 and the Rules of the National Securities Commission no.1/2006, the registration date (defined as the date to identify the shareholders who are to benefit from the GSM decisions) is proposed to be *May 20, 2011*.

**For the Extraordinary General Meeting:**

1. Increase of the share capital with the amount of 295.735.713 lei, by issuing 295.735.713 new shares, with a face value of 1 leu/share. The increase in the share capital will be carried out by using the following sources:
  - a) capitalization of reserves from the net profit of previous years outstanding in the balance sheet as of 31.12.2010 in amount of 206.967.080 lei, respectively the issue of 206.967.080 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 20, 2011*);
  - b) capitalization of reserves from the net profit of year 2010, outstanding in the balance sheet as of 31.12.2010 in amount of 88.768.633 lei, respectively the issue of 88.768.633 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 20, 2011*);

**2. Modification/completion of the Constitutional Act, according to the convening notice.**

**3. Approval for buying back the bank's own shares, in compliance with the legal applicable requirements, under the following conditions: maximum 14.000.000 shares (0,95% of total shares composing the capital) with nominal value lei 1/share, at a minimum price equal with the BSE market price at the time of acquisition and a maximum price of lei 2/share, for a maximum period of 18 months, starting from the date of Extraordinary Shareholders' Meeting Decision publication in the Official Gazette, Part IV, in order to implement a retention program for employees for a period of at least 3 years, respectively mandating the Board of Directors to complete the application of this decision.**

**4. Under the Law no. 297/2004 and the Rules of the National Securities Commission no.1/2006, the registration date is proposed to be *May 20 2011*.**

I, undersigned, give my representative full power to vote on any issue regarding the mandate to the Council of Administration and individually to its members to carry out the decisions from above.

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on 28.04.2011 hours 14,00 respectively hours 16,00 at the Hotel Belvedere in Cluj-Napoca str. Călărașilor nr.1-3 or on 29.04.2011, hours 14,00, respectively hours 16,00, when a second meeting is to be held in case the first meeting has not been held, my representative having the obligation to vote according to the given instructions.

This power of attorney is made in 3 (three) copies, one signed in original is to be sent to the Head Office of Banca Transilvania, Cluj-Napoca, street George Baritiu no.8 by the date of **22 April 2011**, hours 17, under the sanction of losing the voting right by representative in the GSM under the law. The power of attorney may be sent also by e-mail (until the same date mentioned above) 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](mailto:flavia.vandor@btrl.ro). The power of attorney will be accompanied by

a copy of the identification document of the legal representative of the company shareholder and by an official document certifying the quality of legal representative mandated to sign the power of attorney.

Date: \_\_\_\_\_

Company (*capital letters*) \_\_\_\_\_

Represented by: \_\_\_\_\_

Signature: \_\_\_\_\_