

## **POWER OF ATTORNEY**

### **required by the Council of Administration of Banca Transilvania S.A.**

The company \_\_\_\_\_ registered with the Trade Registry under no \_\_\_\_\_ with the sole identification number \_\_\_\_\_ having its registered offices in \_\_\_\_\_ legally represented by Mr/Mrs \_\_\_\_\_ 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. \_\_\_\_\_ resident in \_\_\_\_\_ with ID/passport series \_\_\_\_\_ no. \_\_\_\_\_ PIN \_\_\_\_\_ to represent it in the General Meeting of Shareholders, ordinary and extraordinary, to be held on 28.04.2010 hours 14,00 respectively hours 16,00 at the Hotel Belvedere in Cluj-Napoca str. Călărășilor nr.1-3 or on 29.04.2010, 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 its shares recorded in the Shareholders' Register at the end of the day 19.04.2010.

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

#### **For the Ordinary General Meeting:**

1. Approval of the financial statements (statutory individual and IFRS consolidated) for the 2009 financial exercise, in compliance with the NBR order no. 13/2008, 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 2009 exercise
3. Approval of the Budget for expenditure and revenues and the investment plan for 2010 (business plan for 2010).
- 4.a) Election of the new Council of Administration by cumulative vote.
- 4.b) Election of the new Council of Administration for the 2010-2014 mandate.

1. **Horia Ciorcila**
2. **Roberto Marzanati**
3. **Robert C. Rekkers**
4. **Costel S. Ceocea**
5. **Peter Franklin**

6. **Carmen Retegan**
7. **Radu Danut Palagheanu**
8. **Constantin M. Jeican**
9. **Gabriela Grigore**
10. **Corneliu Diaconescu**

5. Maintaining the current level of remuneration of administrators for 2010 exercise, including the maximum limits of any additional remunerations granted to the administrators and the directors.

**For the Extraordinary General Meeting:**

1. Increase in the share capital with the amount of 391.584.470 lei, by issuing - **391.584.470 new shares**, with a face value of 1 lei/share. The increase in the share capital will be carried out by using three sources:
  - a) capitalization of reserves from the net profit outstanding in the balance sheet as of 31.12.2009 in amount of **173.900.510 lei**, respectively the issue of **173.900.510 new shares** with a face value of 1 lei/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 14, 2010*);
  - b) use of the issue premiums fully cashed in amount of **97.683.960 lei**, respectively the issue of **97.683.960 new shares**, with a face value of 1 lei/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 14, 2010*);
  - c) new contributions in cash by the shareholders registered with the Shareholding Register held by the Central Depository at the registration date (*proposed date May 14, 2010*) in amount of **120.000.000 lei**, respectively the issue of **120.000.000 new shares**, with a face value of 1 lei/share. The issue price of the shares related to this source of increase is 1 lei/share.
2. Proposal to approve the trading of preference rights for a period of 15 working days;
3. Proposed listing on foreign markets (Stock Exchange in Vienna)
4. 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 dividends and other rights under the ordinary and the extraordinary GSM decisions) is proposed to be **May 14, 2010**.

We, the undersigned, give our representative full power to vote on any issue regarding the mandate to CA 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 28.04.2010 hours 14,00 respectively hours 16,00 at the Hotel Belvedere in Cluj-Napoca str. Călărășilor nr.1-3 or on 29.04.2010, hours 14,00, respectively hours 16,00, when a second meeting is to be held in case the first meeting

has not been held, the 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 **23 April 2010**, hours 17, under the sanction of losing the voting right by representative in the GSM under the law. This power of attorney will be accompanied by the company's registration certificate.

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

Name and signature: \_\_\_\_\_