

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 registered offices in _____ legally represented by Mr/Mrs _____ holder of _____ shares issued by Banca Transilvania S.A., giving me the right to a number of _____ votes in the General Meeting of Shareholders, 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 29.04.2009 hours 14,00 respectively hours 15,00 at the Hotel Belvedere in Cluj-Napoca str. Călărașilor nr.1-3 or on 30.04.2009, hours 14,00, respectively hours 15,00, when a second meeting is to be held in case the first meeting was not be held, to exercise the voting rights for my shares recorded in the Shareholders' Register at the end of the day 15.04.2009, as follows:

For the Ordinary General Meeting:

1. Approval of the individual and consolidated annual financial statements for the financial exercise 2008 according to the requirements in the NBR Order no.5/2005, as further modified, based on the reports presented by the Council of Administration and the financial auditor
For _____ Against _____ Abstention _____
2. Approval of the proposed profit distribution and the payment of dividends relating to the year 2008 (the total gross dividends proposed by CA is 50 millions lei); dividends are to be paid by 20.06.2009.
For _____ Against _____ Abstention _____
3. Discharge of administrators for the 2008 exercise.
For _____ Against _____ Abstention _____
4. Approval of the budget of revenues and expenditure and the investment program for 2009 (the business plan for 2009).
For _____ Against _____ Abstention _____
5. Setting the remuneration of the administrators for the 2009 exercise
For _____ Against _____ Abstention _____

For the Extraordinary General Meeting:

1. Modification /completion of the Constitutional Act as proposed in the convening notice.
For _____ Against _____ Abstention _____

2. Approval of the registration date as 20 May 2009 in compliance with the art. 238 in the Law 297/2004 for the capital market
For _____ Against _____ Abstention _____

I, undersigned, authorize my representative to vote at its sole discretion on any issue regarding the mandate to CA and individually to its members to carry out the decisions from above.

Date: _____

Name of the company: _____

Name of the legal representative _____

Stamp _____