

**SPECIAL POWER OF ATTORNEY<sup>1</sup>**  
**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 April 26, 2017 hours 14,00 respectively hours 15,00 at Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12 or on April 27, 2017, hours 14,00, respectively hours 15,00, 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 April 14th, 2017 as follows:

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<sup>1</sup> 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 Barițiu no.8 by the date of **April 21, 2016**, hours 17, in an envelope clearly indicating "For the General Meeting of Shareholders of the 26th/27th of April 2017", 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), with the title "For the General Meeting of Shareholders of the 26th/27th of April 2017". 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. The quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

**For the Ordinary General Meeting:**

**I. Approval of the annual statutory IFRS financial statements for the 2016 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor.**

For                                       Against                                       Abstention

**II. Approval of the net profit distribution in the sum of 1.228.440.318 lei as follows: allocation of the sum of 314.052.189 lei for legal and other reserves, of the sum of 914.388.129 lei for net profit reserves to be distributed, of which 219.000.000 lei will be paid as dividends. Approval of a gross dividend per share of 0,0600650382 lei.**

For                                       Against                                       Abstention

**III. Discharge of directors for 2016.**

For                                       Against                                       Abstention

**IV. Approval of the revenue and expenditure budget and the investment plan for 2017 (business plan for 2017).**

For                                       Against                                       Abstention

**V. Establishing the directors' remuneration for 2017, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.**

For                                       Against                                       Abstention

**VI. Election of a director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy.**

**1. MIRELA ILEANA BORDEA**

For                                       Against                                       Abstention

**2. CALIMAN LAURENTIU**

For                                       Against                                       Abstention

**VII. Approval of the date of August 4<sup>th</sup>, 2017 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date – August 3, 2017.**

For                                       Against                                       Abstention

**VIII. Approval of the date of August 10<sup>th</sup>, 2017 as the payment date for dividend distribution.**

For                                       Against                                       Abstention

**IX. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.**

For                                       Against                                       Abstention

**For the Extraordinary General Meeting:**

**I. Increase of the share capital with the amount of 695.388.129 lei by issuing 695.388.129 new shares, at a nominal value of 1 leu/share as well the determination of the price at which the fractions of shares will be compensated following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions. The increase in the share capital will be carried out by using the following sources:**

***Capitalization of reserves from the net profit of the year 2016 in amount of 695.388.129 lei, by issuing a number of 695.388.129 lei, with a nominal 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 August 4<sup>th</sup>, 2017).***

For

Against

Abstention

**II. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 25.000.000 shares (0.6856% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3,5 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.**

For

Against

Abstention

**III. Approval of the date of August 4<sup>th</sup>, 2017 as the registration date and of the ex-date – August 3<sup>rd</sup>, 2017.**

For

Against

Abstention

**IV. Approval of the date of August 7th, 2017 as the payment date for distribution of shares following the share capital increase.**

For     Against     Abstention

**V. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.**

For     Against     Abstention

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 26, 2017 hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on April 27, 2017, hours 14,00, respectively hours 15,00, 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.

By the present document, I give power of attorney to my representative to vote in accordance with the above instructions and I hereby give him full power of attorney to vote on any issues which have not been identified and included in the agenda of the GSM until the date of signature of the present document.

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

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

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

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