

*This form (filled in by the shareholder with the signature authenticated by a public notary and accompanied by a copy of the registration certificate) must be sent in original to the bank's Head Office in Cluj-Napoca, street George Baritiu no. 8, Cluj county until **April 22, 2012 hours 17:00**. The correspondence voting form 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.*

FORM OF VOTE BY CORRESPONDENCE

**for the Ordinary and Extraordinary General Meetings of the Shareholders of
Banca Transilvania S.A.
- juridical persons -**

The Company _____ registered with the Trade Registry attached to the Tribunal in _____ under no _____ with the 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 voting rights, expresses its voting right by correspondence in the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 27, 2012 hours 14,00 respectively hours 16,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului – Vasile Conta Street or on April 28, 2012, hours 14,00, respectively hours 16,00, when a second meeting is to be held in case the first meeting was not be held, to exercise the voting rights for its shares recorded in the Shareholders' Register at the end of the day April 17, 2012, as follows:

For the Ordinary General Meeting:

- 1. Approval of the financial statements statutory and IFRS for the 2011 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 the**

Report of the Independent Auditor as well as the approval of the proposed profit distribution;

For_____ Against_____ Abstention _____

2. Discharge of administrators for the 2011 exercise;

For_____ Against_____ Abstention _____

3. Approval of the Budget for expenditure and revenues and the investment plan for 2012 (business plan for 2012);

For_____ Against_____ Abstention _____

4. Selection of an administrator for the period remaining to the end of the current mandate for the Council of Administration, namely 2012 – 2014, to fill a vacancy

1. VASILE PUȘCAȘ

For_____ Against_____ Abstention _____

5. Setting the remuneration of administrators for 2012 exercise, including the ceilings of additional remunerations granted to the administrators and directors;

For_____ Against_____ Abstention _____

6. Approval of the date of May 21, 2012 as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

For_____ Against_____ Abstention _____

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 the following 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 lei**, respectively the issue of **6.123.673 lei 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*);
- b) use of issue premiums fully cashed, in amount of **732.135 lei**, respectively the issue of 732.135 new shares, with the 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*);
- c) capitalization of reserves from the net profit of year 2011, outstanding in the balance sheet as of 31.12.2011 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*);

For _____ Against _____ Abstention _____

2. Approval for an issue of subordinated convertible bonds in amount of 30 millions euro

For _____ Against _____ Abstention _____

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

For _____ Against _____ Abstention _____

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.

For _____ Against _____ Abstention _____

5. Approval of the date of May 21, 2012 as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

For _____ Against _____ Abstention _____

I, undersigned, **agree** **do not agree** to mandate the Council of Administration and individually its members to carry out the decisions from above.

The shareholder assumes full responsibility regarding the correct filling in and safe transmission of the herein voting form.

Date: _____

Company _____

Represented by _____ (*capital letters*)

(*signature*)