

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 **April 29, 2013** hours 15,00 respectively hours 16,00 at the Grand Hotel Italia in Cluj-Napoca Trifoiului- Vasile Conta Street or on **April 30, 2013**, hours 15,00, 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 April 19, 2013, as follows:

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 annual financial statements (statutory individual and IFRS consolidated) for the 2012 financial exercise, in compliance with the NBR order no. 27/2010, 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;**
- 2. Discharge of administrators for the 2012 exercise;**
- 3. Approval of the Budget for expenditure and revenues and the investment plan for 2013 (business plan for 2013);**

- 4. Setting the remuneration of administrators for the 2013 exercise, including the ceilings for additional remunerations granted to administrators and directors;**
- 5. Extension of the services agreement signed with S.C. KPMG Audit S.R.L. to audit the bank's financial statements, prepared in accordance with the International Financial Reporting Standards, in compliance with NBR Order no.27/2012, including subsequent modifications, the mandate of the financial auditor being valid until 31.12.2013.**
- 6. Approval of the date of May 20, 2013 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 the Extraordinary General Meeting:

- 1. Increase of the share capital with the amount of 303.393.911 lei by issuing 303.393.911 new shares, with a face value of 1 leu/share. The increase in the share capital will be carried out by using the following source:
 - a) capitalization of reserves from the net profit of the year 2012 in amount of 303.393.911 lei, by issuing a number of 303.393.911 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, 2013);****
- 2. 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 17.250.000 shares (0,90% 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.**
- 3. Approval of the date of May 20, 2013 as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).**

We, the Undersigned, give to our 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 April 29, 2013 hours 15,00 respectively hours 16,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on April 30, 2013, hours 15,00, 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 **April 23, 2013**, 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. 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: _____