

*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 23, 2013 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 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 was not be held, to exercise the voting rights for its shares recorded in the Shareholders' Register at the end of the day April 19, 2013, as follows:

### **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;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**2. Discharge of administrators for the 2012 exercise;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**3. Approval of the Budget for expenditure and revenues and the investment plan for 2013 (business plan for 2013);**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**4. Setting the remuneration of administrators for the 2013 exercise, including the ceilings for additional remunerations granted to administrators and directors;**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**5. The extension of the service provision contract with S.C. KPMG Audit S.R.L. for auditing the financial statements prepared in accordance with N.B.R. order no. 27/2010, the auditor's mandate is to be valid until December 31, 2013.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**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 \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**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);

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**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.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**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).**

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*)