

*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.

- natural persons -

I, undersigned _____ with the ID series _____ no _____ with the address in with PIN _____ holder of _____ shares issued by Banca Transilvania S.A., giving me 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, express my 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 Ialia 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 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. 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.

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: _____

Name (*capital letters*) _____

Signature: _____