

**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, 2015** hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca Trifoiului- Vasile Conta Street or on **April 30, 2015**, 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 the shares held by the company recorded in the Shareholders' Register at the end of the day April 17, 2015, as follows:

**For the Ordinary General Meeting:**

- 1. Approval of the annual financial statements (statutory individual and IFRS consolidated) for the 2014 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 2014 exercise.**

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

**3. Approval of the Budget for expenditure and revenues and the investment plan for 2015 (business plan for 2015);**

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

**4. Decision regarding the remuneration of administrators for the 2015 exercise, including the maximum cap of additional remunerations granted to the administrators and directors. (proposal: maintaining the current cap on the remuneration mentioned above)**

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

**5. The approval of a financial auditor for the Bank who will audit the financial situations of the Bank for the 2015 financial exercise, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010. (proposal: KPMG Audit S.R.L.)**

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

**6. Approval of the date of May 29, 2015 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GSM decisions).**

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

**7. Approval of mandates to carry out the decisions mentioned above given to the Council of Administration and to each of its members individually.**

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

**For the Extraordinary General Meeting:**

**1. Increase of the share capital with the amount of 417.379.818 lei by issuing 417.379.818 new shares, at a nominal 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 the year 2014 in amount of 406.823.021 lei, by issuing a number of 406.823.021 shares, 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 May 29, 2015);**

**b) the inclusion of reserves which were generated by bond to share conversion premiums, in the amount of 10.556.797 lei, through the issue of 10.556.797 shares, at a nominal value of 1 leu/share, benefiting the shareholders registered in the Shareholders' Registry, kept by the Central Depository, until the registration date decided by the GSM (proposed date May 29, 2015)**

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

**2. Approval of the Bank's share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum 20.000.000 shares (0.77% of the total shares included in the share capital) with a nominal 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 3 lei, for a period of maximum 18 months as of the publishing date of the EGM resolution in the Official Monitor of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principles 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. Notification of shareholders in regard to the purchase of all Volksbank Romania S.A./ preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Volksbank Romania S.A. (absorbed company).**

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

**4. Approval of the date of May 29, 2015 as the registration date and of the date of May 28, 2015 as the ex date.**

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

**5. Approval of the mandates for the Council of Administration and individually for each of its members, in order to carry out the decisions mentioned above (inclusively for setting the payment date with respect to the newly issued shares).**

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

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 29, 2015 hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on April 30, 2015, 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.

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, 2015**, 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: \_\_\_\_\_