

SPECIAL POWER OF ATTORNEY
for the representation of natural persons
in the Ordinary and Extraordinary General Meetings of the Shareholders
of Banca Transilvania S.A.

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 the voting rights, hereby, appoint Mr/Mrs. (*name of the
representative*) _____ resident
in _____ with ID/passport series _____ no. _____ PIN
_____ to represent me in the General Meeting of Shareholders,
extraordinary and ordinary, to be held on **08.10.2015** hours 14,00 respectively hours
15,00 at the Grand Hotel Italia in Cluj-Napoca str. Trifoiului-Vasile Conta or on
09.10.2015, 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 my shares
recorded in the Shareholders' Register at the end of the day 28.09.2015, as follows:

For the Extraordinary General Meeting:

1. The approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (acquiring company) and Volksbank Romania S.A. (absorbed company) in accordance with the merger plan (September 2015), notarized on the 1st of September 2015.

For _____ Against _____ Abstention _____

2. Modification of the Constitutional Act as follows:

Modification of art. 6 – The object of activity in regard to the following activity:

The codified activity “6419 – Ensuring services of establishment and registration in the Electronic Archive of Security Interests in Movable Properties in relation to loans, letters of guarantee and other operations in which the bank is contractual part”.

will be read as follows:

“6419 - Ensuring services of establishment and registration in the Electronic Archive of Security Interests in Movable Properties related to loans, letters of guarantee and other operations (acting as an operator of the Electronic Archive of Security Interests in Movable Properties)”.

For_____ Against_____ Abstention _____

3. The approval of the date of **October 28, 2015** as the registration date and of the date of **October 27, 2015** as the ex date.

For_____ Against_____ Abstention _____

4. The approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions mentioned above.

For_____ Against_____ Abstention _____

For the Ordinary General Meeting:

1. The approval of the financial auditor for the Bank who will audit the financial situations of the Bank for the 2016 - 2018 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.

For _____ Against _____ Abstention _____

2. The approval of the actualization of Banca Transilvania's annual budget following the approval of the merger between Banca Transilvania and Volksbank.

For _____ Against _____ Abstention _____

3. The approval of the date of **October 28, 2015** as the registration date and the date of **October 27, 2015** as the ex date.

For _____ Against _____ Abstention _____

4. The approval of mandates to carry out the decisions mentioned above given to the Board of Directors and to each of its members individually.

For _____ Against _____ Abstention _____

I, undersigned, give my 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, extraordinary and ordinary, to be held on October 08, 2015 hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului – Vasile Conta Street or on October 09, 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 October 2nd, 2015, hours 17, under the sanction of losing the voting right by representative in the GSM under the law.

The document must be sent in an envelope on which the following is written clearly: "For the General Meeting of Shareholders of the 8th/9th of October 2015". The power of attorney may be also sent 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, with a subject as follows: "For the General Meeting of Shareholders of the 8th/9th of October 2015". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

Date: _____

Name: (capital letters) _____

Signature: _____