

**SPECIAL POWER OF ATTORNEY**  
**for the representation of juridical persons**  
**in the Extraordinary and Ordinary 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, extraordinary and ordinary, to be held on **October 8, 2015** hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca Trifoiului- Vasile Conta Street or on **October 9, 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 September 28, 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 \_\_\_\_\_

This power of attorney is valid only for the General Meeting of Shareholders, extraordinary and ordinary, to be held on October 8, 2015 hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on October 9, 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 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](mailto: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 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: \_\_\_\_\_