

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 **27.04.2016** hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca Trifoiului- Vasile Conta Street or on **28.04.2016**, 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 April 15, 2016, as follows:

For the Ordinary General Meeting:

1. Approval of the annual statutory IFRS financial statements for the 2015 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor, as well as the approval of the proposed profit distribution.

For _____ Against _____ Abstention _____

2. Discharge of directors for the 2015 exercise.

For _____ Against _____ Abstention _____

3. Approval of the Budget for expenditure and revenues and the investment plan for 2016 (business plan for 2016).

For _____ Against _____ Abstention _____

4. Establishing the directors' remuneration for 2016, including the maximum cap of additional remunerations granted to directors and managers.

For _____ Against _____ Abstention _____

5. Election of a director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy.

1. DORU COSTEL LIONACHESCU

For _____ Against _____ Abstention _____

2. IOAN TRENCA

For _____ Against _____ Abstention _____

6. Approval of the date of May 31, 2016 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date - May 30, 2016.

For _____ Against _____ Abstention _____

7. Approval of the date of June 17, 2016 as the payment date.

For _____ Against _____ Abstention _____

8. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.

For _____ Against _____ Abstention _____

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of 620.000.000 lei by issuing 620.000.000 new shares, at a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following source:

- capitalization of reserves from the net profit of the year 2015 in amount of 620.000.000 lei, by issuing a number of 620.000.000 lei, 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 31, 2016).

For _____ Against _____ Abstention _____

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 25.000.000 shares (0,826% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3,5 for a period of maximum 18 months as of the publishing date of the EGMS 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 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. Approval of the date of May 31, 2016 as the registration date and of the ex-date - 30.05.2016.

For _____ Against _____ Abstention _____

4. 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 (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 27, 2016 hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on April 28, 2016, 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 21, 2016**, 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: _____