

SPECIAL POWER OF ATTORNEY¹
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, ordinary and extraordinary, to be held on **April 25, 2018** hours
14,00 respectively hours 15,00 at Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu
Street, no. 10-12 or on **April 26, 2018**, 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 its shares recorded in the Shareholders' Register at the end of the day April
13th, 2018 as follows:

¹ 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 Barițiu no.8 by the date of **20 April 2018, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 25th/26th of April 2018", 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: actionariat@btrl.ro, with the title "For the General Meeting of Shareholders of the 25th/26th of April 2018". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

II. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 35,000,000 shares (0.8062% 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 4 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

For

Against

Abstention

III. Information regarding the acquisition of holdings in the capital of Victoriabank SA, Bancpost SA, ERB Retail Services IFN SA and ERB Leasing IFN SA as well as preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and Bancpost S.A. (absorbed company)

For

Against

Abstention

IV. Approval of the date of August 3rd, 2018 as the registration date and of the ex-date – August 2nd, 2018, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.

For

Against

Abstention

V. Approval of the date of August 6th, 2018 as the payment date for distribution of shares following the share capital increase.

For

Against

Abstention

VI. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

For

Against

Abstention

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 25, 2018 hours 14,00 respectively hours 15,00 at the Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12 or on April 26, 2018, 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.

Date: _____

Name: (capital letters) _____

Signature: _____