SPECIAL POWER OF ATTORNEY¹

for the representation of <u>natural persons</u> in the Ordinary and Extraordinary General Meetings of the Shareholders

of Banca Transilvania S.A.

I, undersigned					_ with the I	D series_		
no	with	-	the		address			in
with PIN			ho	older of		share:	s iss	ued
by Banca Transilvani	a S.A., giving me	the right	to the sa	ame num	ber of vote	s in the	Gen	eral
Meeting of Sharehold	ers and accounting	g for	%	of the sh	are capital	and		%
of the total number	er of the voting	rights,	hereby,	appoint	Mr/Mrs.	(name	of	the
representative)			reside	nt				
in		with	ID/pa	ssport	series			no.
	PIN			to r	epresent m	e in the	Gen	eral
Meeting of Sharehold	lers, ordinary and	extraoro	dinary, to	be held	on April	25, 201	8 ho	ours
14,00 respectively ho	urs 15,00 at Hotel	Opera F	Plaza in C	luj-Napo	oca, Genera	ıl Traian	Mos	soiu
Street, no. 10-12 or	on April 26, 20	18 , hou	rs 14,00	, respect	ively hours	s 15,00,	whe	en a
second meeting is to	be held in case	the first	meeting	has not	been held	, to exer	cise	the
voting rights for its si	hares recorded in	the Shar	eholders'	Register	at the end	of the d	ay A	pril
13 th , 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 Baritiu 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.



For the Ordinary General Meeting:

 Approval of the annual standard standard in compliance amended, together with the Road standard in th	with NBR's Order No. 2	7/2010, as subsequently				
the Independent Auditor						
For	Against \square	Abstention \square				
II. Approval of the net profit distribution in the sum of RON 1,185,979,233 as follows: allocation of the sum of RON 104,937,573 for legal and other reserves, of the sum of RON 1,081,041,660 lei for net profit reserves to be distributed, of which RON 610,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1405063951.						
For	Against \square	Abstention				
III. Discharge of directors for 2017.						
For	Against \square	Abstention				
IV. Approval of the revenue and expenditure budget and the investment plan for 2018 (business plan for 2018).						
For	Against \square	Abstention				
V. Establishing the directors' remuneration for 2018, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.						
For \square	Against 🗆	Abstention				



date - June 4th, 2018, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from dividends. For \square Against \square Abstention \square VIII. Approval of the date of June 15th, 2018 as the payment date for dividend distribution. Abstention \square For \square Against \square IX. 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 \square Against \square Abstention \square For the Extraordinary General Meeting: I. Increase of the share capital with the amount of RON 471,041,660 by issuing 471,041,660 new shares, at a nominal value of RON 1/share as well the determination of the price at which the fractions of shares will be compensated following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions. The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2017 in amount of RON 471,041,660, by issuing a number of 471,041,660 shares, with a nominal value of RON 1/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 August 3rd, 2018); Abstention \square For \square Against \square

VII. Approval of the date of June 5th, 2018 as the registration date and of the ex



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 \square	Abstention \square		
Victorian Victor	Information regarding the oriabank SA, Bancpost SA, SA as well as preliminary ld take place between Bancpost S.A. (absorbed compa	ERB Retail Services IFI approval of the merger ca Transilvania S.A. (ab	N SA and ERB Leasing (by absorption) which		
For		Against \square	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 \square	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 \square	Abstention \square		



each of its members, in order to carry out the decisions of the Extraordinary					
General Shareholder	s Meeting.				
For \square	Against \square	Abstention			
extraordinary, to be held Opera Plaza in Cluj-Nap hours 14,00, respectivel	is valid only for the General Meeti d on April 25, 2018 hours 14,00 res poca, General Traian Mosoiu Stree y hours 15,00, when a second mee eld, my representative having the o	spectively hours 15,00 at the Hotel et, no. 10-12 or on April 26, 2018, eting is to be held in case the first			
with the above instruction	t, I give power of attorney to my repons and I hereby give him full power dentified and included in the agendocument.	er of attorney to vote on any issues			
Date:					
Name: (capital letters) _					
Signature:					

VI. Approval of the mandates for the Board of Directors and individually for