

SWIFT: BTRLRO22 C.U.I. RO 50 22 670 R.B. - P.J.R. 12 - 019 - 18.02.1999 Nr. Înreg. Reg. Com.: J12 / 4155 / 1993

SPECIAL POWER OF ATTORNEY¹

for the representation of <u>natural persons</u> in the 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 i	– issued
by Banca Transilvan	ia S.A., giving me th	e right to th	ne same nun	nber of vote	es in the G	eneral
Meeting of Sharehold	lers and accounting	for	% of the sl	hare capital	and	%
of the total numb	er of the voting	rights, here	eby, appoin	nt Mr/Mrs.	(name d	of the
representative)		re	sident			
in		with ID)/passport	series		no.
	PIN		to 1	represent m	e in the G	eneral
Meeting of Sharehol	ders extraordinary,	to be held o	on May 23 ,	2018 hour	s 14,00 at	Hotel
Opera Plaza in Cluj-l	Napoca, General Tra	ian Mosoiu	Street, no. 1	0-12, or on	May 24,	2018 ,
hours 14,00, when a	second meeting is to	be held in	case the firs	t meeting h	as not beer	n held
to exercise the voting	; rights for its shares	recorded in	the Shareho	olders' Regi	ster at the	end of
the day May 8th, 2018	B as follows:					

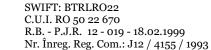
¹ This power of attorney is made in 3 (three) copies, one signed in original is to be sent to the Head Office of Banca Transilvania, Cluj-Napoca, street George Baritiu no.8 by the date of **May 18, 2018, hours 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 23rd/24th of May 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 23/24th of May 2018". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.





requirements set out in accor	rdance with the Romani	an legal framework in
force, follow-on the adoptio	n in the internal legis	lation of the CRD IV
provisions (the Bonds).		
For	Against \square	Abstention
II. Approval of a public offer addressed to a maximum 150 p		Bonds, which will be
For	Against	Abstention
III. Approval by the Company and / or appropriate for admarket managed by the Bucha of the Offer (the Admission).	nitting the Bonds for tra	ading on the regulated
For	Against	Abstention
IV. Approval of BT Capital Parand operating in accordance win Romania, Cluj-Napoca, 74-7 Center, Ground Floor, Cluj Cono. J12 / 3156/1994, EUID: J12 as the Offer's Intermediary.	vith the Romanian law, w 6 Constantin Brâncuși St ounty, registered with Clu	vith its registered office reet, Brancusi Business aj Trade Register under
For	Against \square	Abstention

I. Approval of a subordinated bond issue with a fixed or variable interest rate, if applicable, up to a maximum amount of EUR 350 million, with ten-year maturity, in compliance with the legal provisions and the Tier II capital





- V. Approval of the empowerment of the Board of Directors, with the possibility of sub delegation, depending on the case:
- a) to issue any decision and to fulfill any necessary legal documents and facts, useful and/or convenient for the performance of the decisions of the EGSM, including without limitation, the negotiation, establishment and approval of the Bonds issuing value, the issuing price in accordance with the market conditions, terms of the agreement, disbursements, early repayments, interests, fees and charges, collaterals, providing any type of tangible collaterals, ensuring the drafting and publication, if necessary of any offer prospectus, as well as the negotiation, approval and signing of any documents related to the Offer and Admission, negotiation and signing of any agreements with intermediaries and consultants and the completion of any necessary legal documents and deeds if they are in accordance with the EGSM decisions;
- b) to approve any agreements and/or arrangements concerning the Bonds and / or Offer and / or Admission or any other arrangements, offer prospectus, any subscription agreements, sale, agency, trust of consultancy, certificates, statements, registers, and annexes and any other required documents, to perform any formalities and to authorize and / or execute any other necessary actions so as to give full effects to the issue of Bonds and / or Offer and / or Admission (as appropriate) and to empower the representatives of the Company to sign any such documents, to fulfill any such formalities and to fulfill any such actions; and
- c) to sign any documents, in the name and on behalf of the Company, with full power and authority, to file, to request the publication of the decision in the Official Gazette of Romania, Part IV, to collect any documents and to fulfill any necessary formalities in relationship with the Trade Register Office, as well as before any other authority, public institution, legal entity or individual, as well as to execute any operations, in order to fulfill and ensure the legality of the decisions of the EGSM.

For \square	Against \square	Abstention \Box
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June 14th 2018, for the identification of the shareholders entitled to benefit of other rights and to which the effects of the decisions of the EGSM apply. For \square Against \square Abstention \Box This power of attorney is valid only for the General Meeting of Shareholders extraordinary, to be held on May 23, 2018 hours 14,00 at the Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12, or on May 24, 2018, hours 14,00, 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: _____

VI. Approval of the date of June 15th 2018 as registration date and ex-date -