

**SPECIAL POWER OF ATTORNEY<sup>1</sup>**  
**for the representation of juridical persons**  
**in the 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 extraordinary, to be held on **May 23, 2018** hours 14,00 at 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 to exercise the voting rights for its shares recorded in the Shareholders' Register at the end of the day May 8<sup>th</sup>, 2018 as follows:

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<sup>1</sup> 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 **May 18 2018, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 23<sup>th</sup>/24<sup>th</sup> 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](mailto:actionariat@btrl.ro), with the title "For the General Meeting of Shareholders of the 23<sup>th</sup>/24<sup>th</sup> of May 2018". 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. The quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

**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 requirements set out in accordance with the Romanian legal framework in force, follow-on the adoption in the internal legislation of the CRD IV provisions (the Bonds).**

For

Against

Abstention

**II. Approval of a public offer having as object the Bonds, which will be addressed to a maximum 150 people (the Offer).**

For

Against

Abstention

**III. Approval by the Company of all necessary actions and formalities, useful and / or appropriate for admitting the Bonds for trading on the regulated market managed by the Bucharest Stock Exchange, following the performance of the Offer (the Admission).**

For

Against

Abstention

**IV. Approval of BT Capital Partners S.A designation, a legal entity established and operating in accordance with the Romanian law, with its registered office in Romania, Cluj-Napoca, 74-76 Constantin Brâncuși Street, Brancusi Business Center, Ground Floor, Cluj County, registered with Cluj Trade Register under no. J12 / 3156/1994, EUID: J12 / 3156/1994, tax identification number 6838953, as the Offer's Intermediary.**

For

Against

Abstention

**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

Against

Abstention

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

Against

Abstention

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and 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: \_\_\_\_\_

Company (*capital letters*) \_\_\_\_\_

Represented by: \_\_\_\_\_

Signature: \_\_\_\_\_