

## **FORM OF VOTE BY CORRESPONDENCE<sup>1</sup>**

### **- natural persons -**

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 voting rights, express my voting right by  
correspondence in the General Meeting of Shareholders extraordinary, to be held on  
**October 16<sup>th</sup>, 2018** hours 10,00 at a DoubleTree by Hilton City Plaza Hotel in Cluj-Napoca,  
Sindicatelor Street, no. 9-13, or on **October 17<sup>th</sup>, 2018**, hours 10,00, 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 October 4<sup>th</sup>, 2018  
as follows:

**I. Approval of the merger by absorption between Banca Transilvania SA, as an  
acquiring company, and Bancpost SA, as an acquired company, according to the  
terms and conditions included in the merger project, and therefore, the  
approval of the Merger Project and the documents drawn up in relation to it,  
and all the merger effects, such as, but not being limited to:**

**(i) the dissolution without liquidation of Bancpost SA and the universal  
transfer of the Bancpost SA assets (patrimony) to Banca Transilvania S.A. in  
exchange of the assignment towards the Bancpost S.A. shareholders of new  
shares issued by The Company, under the terms and conditions presented in  
the Merger Project;**

**(ii) the increase of Banca Transilvania S.A. share capital, under the terms and  
conditions presented in the Merger Project, and the adequate modification of  
the BT's Articles of Association; the Bancpost shareholders will receive a  
number of shares in Banca Transilvania according to the exchange rate**

---

<sup>1</sup> This form (filled in by the shareholder with the signature authenticated by a public notary and accompanied by a copy of the identification document) must be sent in original to the bank's Head Office in Cluj-Napoca, street George Barițiu no. 8, Cluj county until **October 11<sup>th</sup>, 2018 hours 17:00**. The correspondence voting form 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).

indicated in the Merger Project, applied to the number of shares they hold in Bancpost at the reference date of the merger approval decision.

(iii) Granting of a mandate to the Banca Transilvania Board of Directors for the determination of the final value of the BT share capital increase as well as of the merger premium, as stipulated in the Merger Project, having the capacity to decide also on:

a) the option to cancel those TLV shares that would have been allocated to the account of Bancpost shares for which the right of withdrawal has been exercised in accordance with the provisions of art. 134 of the Law no. 31/1990;

b) the option to cancel those shares issued by Banca Transilvania and which, because of rounding operations, are not allocated to the Bancpost shareholders;

c) to set a compensation price for the shares fraction resulting from the rounding down;

d) any other items, data, including (but not being limited to, e.g.: the date, the registration date or the payment date, if required) or the events necessary to complete and implement the merger between Banca Transilvania and Bancpost.

For

Against

Abstention

**II. The granting of a mandate to Banca Transilvania's Board of Directors, with the right of sub-delegation, to take all the measures and to perform all administrative, economic, financial or legal operations considered necessary or appropriate by them so as to implement the Merger and the Merger itself approval decision, such as, but not being limited to:**

(i) performing the necessary formalities in order to obtain any approvals from the ASF or any other competent authorities,

(ii) establishing and performing, as appropriate, the procedures so as to ensure the exercise of the shareholders' rights in the Merger context;

(iii) the signing and submission of any documents, notifications, requests necessary or useful for the completion and enforceability of taking over the entire assets (patrimony) of Bancpost SA starting with the Merger effective date,

**(iv) representation before the competent Trade Register Offices, the competent Court, FSA, the Central Depository, and any other authority, legal entity or individual, as necessary.**

For

Against

Abstention

**III. Approval of the bank's articles of association amendment and empowerment of the Board of Directors and individually of its members to carry out the decisions adopted by the EGMS, as follows:**

**Updating Art. 6 - Field of activity with the following activity:**

**"6612- participation in the issue of securities and other financial instruments by subscribing and placing these securities or by placement and provision of services related to such securities;"**

For

Against

Abstention

The shareholder assumes full responsibility regarding the correct filling in and safe transmission of the herein voting form.

Date: \_\_\_\_\_

Name (*capital letters*) \_\_\_\_\_

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