

**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 **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:

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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 **October 11<sup>th</sup>, 2018, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 16<sup>th</sup>/17<sup>th</sup> of October 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 16<sup>th</sup>/17<sup>th</sup> of October 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 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 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

This power of attorney is valid only for the Extraordinary General Meeting of Shareholders to be on October 16th, 2018 hours 10,00 at a DoubleTree by Hilton City Plaza Hotel in Cluj-Napoca, Sindicatelor Street, no. 9-13, or on October 17th, 2018, hours 10,00, 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: \_\_\_\_\_