

FORM OF VOTE BY CORRESPONDENCE¹

- 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, ordinary and extraordinary, to be
held on **April 24, 2019** hours 14,00 respectively hours 15,00 at Hotel Opera Plaza in Cluj-
Napoca, General Traian Mosoiu Street, no. 10-12 or on **April 25, 2019**, hours 14,00,
respectively hours 15,00, 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 April 15th, 2019 as follows:

For the Ordinary General Meeting:

I. Approval of the annual statutory IFRS financial statements for the 2018 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor.

For

Against

Abstention

¹ 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 **April 19, 2019 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.

II. Approval of the net profit distribution in the sum of RON 1,219,390,604 as follows: allocation of the sum of RON 196,188,315 for legal and other reserves, of the sum of RON 1,023,202,289 lei for net profit reserves to be distributed, of which RON 818,565,850 will be paid as dividends. Approval of a gross dividend per share of RON 0.17.

For Against Abstention

III. Discharge of directors for 2018.

For Against Abstention

IV. Approval of the revenue and expenditure budget and the investment plan for 2019 (business plan for 2019).

For Against Abstention

V. Establishing the directors' remuneration for 2019, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.

For Against Abstention

VI. Approval of the date of June 5th, 2019 as the registration date and of the ex date – June 4th, 2019, 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 Against Abstention

VII. Approval of the date of June 14th, 2019 as the payment date for dividend distribution.

For Against Abstention

VIII. 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

Against

Abstention

For the Extraordinary General Meeting:

I. Increase of the share capital with the amount of RON 400,824,754 by issuing 400,824,754 new shares, at a nominal value of RON 1/share as well a mandate to the Board of Directors in order to determine 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 2018 and the reserves from net profit of the previous years in amount of RON 400,824,754, by issuing a number of 400,824,754 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 2nd, 2019).

For

Against

Abstention

II. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 35,000,000 shares (0,7268% 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 Abstention

III. Approval of the date of August 2nd, 2019 as the registration date and of the ex-date – August 1st, 2019, 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 Abstention

IV. Approval of the date of August 5th, 2019 as the payment date for distribution of shares following the share capital increase.

For Against Abstention

V. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

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: _____