

SPECIAL POWER OF ATTORNEY¹
for the representation of juridical persons
in the Ordinary and 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, 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:

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 Barițiu no.8 by the date of **19 April 2019, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 24th/25th of April 2019", 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 24th/25th of April 2019". 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).

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

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

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 24, 2019 hours 14,00 respectively hours 15,00 at the 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, 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: _____