

SPECIAL POWER OF ATTORNEY¹
for the representation of natural persons
in the Ordinary and Extraordinary General Meetings of the
Shareholders
of Banca Transilvania S.A.

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 the voting rights, hereby, appoint Mr/Mrs. (*name of the
representative*) _____ resident
in _____ with ID/passport series _____ no.
_____ PIN _____ to represent me in the General
Meeting of Shareholders, ordinary and extraordinary, to be held on **April 29th, 2020**, hours
16,00 respectively hours 17,00 (Romanian time) at BT's head office, located in Cluj-Napoca,
str. G. Baritiu no. 8 or on **April 30th, 2020**, hours 16,00, respectively hours 17,00
(Romanian time), 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 21st, 2020 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 Baritiu no.8 by the date of **24 April 2020, 17:00 (Romanian time)**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 29th/30th of April 2020", 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 29th/30th of April 2020". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

For the Ordinary General Meeting:

I. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.

For Against Abstention

II. Approval of the annual statutory IFRS financial statements for the 2019 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

III. Approval of the net profit distribution in the sum of RON 1,620,511,500 as follows: allocation of the sum of RON 231,366,623 for legal and other reserves, of the sum of RON 1,389,144,877 lei for net profit reserves to be distributed, of which RON 600,000,000 will be paid as dividends. Approval of a gross dividend per share of RON 0.1150286771.

For Against Abstention

IV. Discharge of directors for 2019.

For Against Abstention

V. Approval of the revenue and expenditure budget and the investment plan for 2020 (business plan for 2020).

For Against Abstention

Recommended

a. Approval of the date of October 16th, 2020 as the payment date for dividend distribution.

For

Against

Abstention

Not Recommended

b. Approval of the date of June 22th, 2020 as the payment date for dividend distribution.

For

Against

Abstention

X. 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. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.

For

Against

Abstention

II. Increase of the share capital with the amount of RON 521.609.059 by issuing 521.609.059 new shares, at a nominal value of RON 1/share as well establishing a price of RON 0 (zero) to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2019, in amount of RON 521.609.059,

by issuing a number of 521.609.059 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;

For

Against

Abstention

III. 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 (0.67% 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

IV. Information regarding the purchase of a shareholding in OCN Microinvest SRL.

For

Against

Abstention

V. Changes to the Articles of Incorporation as follows:

- **Changes to art. 14 – Leaders’ Committee, as follows:**

The management, organization and coordination of the bank’s current business is ensured by the leaders (directors) of the bank (Chief Executive Officers and deputy CEOs), appointed by the Board of Directors, who together form the Leaders’ Committee. The Chief Executive Officer and deputy CEOs will form together the Leaders’ Committee. The Board of Directors mandates

the bank's leaders to exercise jointly the powers of organization and management of the bank's activity. The bank leaders are vested with the rights, obligations and responsibilities provided in the relevant legislation and the Articles of Association for the activities they coordinate according to the bank's organization chart, including the right to represent the Bank in relation to third parties. The leaders may, based on the received mandate, delegate some of their responsibilities in a clear and transparent way to specific committees/other structures or individually the Banks' employees. The Leaders' Committee shall adopt decisions by consensus; in case of disagreement, the subject will be forwarded to the Board of Directors. The Bank is validly bound in property related operations and current business in line with the internal regulations.

For

Against

Abstention

VI. Note: you will vote "For" only for one of the options mentioned below (a or b) regarding this item; a "For" vote for both options will invalidate the expressed vote.

Recommended

a. Approval of the date of October 15th, 2020 as the registration date and of the ex-date – October 14th, 2020, 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

Not recommended

b. Approval of the date of August 7nd, 2020 as the registration date and of the ex-date – August 6th, 2020, 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

VII. Note: you will vote “For” only for one of the options mentioned below (a or b) regarding this item; a “For” vote for both options will invalidate the expressed vote.

Recommended

a. Approval of the date of October 16th, 2020 as the payment date for distribution of shares following the share capital increase.

For Against Abstention

Not Recommended

b. Approval of the date of August 10th, 2020 as the payment date for distribution of shares following the share capital increase.

For Against Abstention

VIII. 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 29th, 2020**, hours 16,00 respectively hours 17,00 (Romanian time) at BT’s head office, located in Cluj-Napoca, str. G. Baritiu no. 8 or on **April 30th, 2020**, hours 16,00, respectively hours 17,00 (Romanian time), 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: _____

Name: (capital letters) _____

Signature: _____