

SPECIAL POWER OF ATTORNEY
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 27, 2012 hours 14,00 respectively hours 16,00 at the Grand Hotel Italia in Cluj-Napoca Trifoiului- Vasile Conta Street or on April 28, 2012, hours 14,00, respectively hours 16,00, when a second meeting is to be held in case the first meeting has not been held, to exercise the voting rights for the shares held by the company recorded in the Shareholders' Register at the end of the day April 17, 2012, as follows:

For the Ordinary General Meeting:

- 1. Approval of the financial statements statutory and IFRS for the 2011 financial exercise, in compliance with the NBR order no. 13/2008 and NBR order no. 15/2009, together with the Report of the Council of Administration and the Report of the Independent Auditor as well as the approval of the proposed profit distribution;**
- 2. Discharge of administrators for the 2011 exercise;**
- 3. Approval of the Budget for expenditure and revenues and the investment plan for 2012 (business plan for 2012);**

4. Selection of an administrator for the period remaining to the end of the current mandate for the Council of Administration, namely 2012 – 2014, to fill a vacancy

1. VASILE PUȘCAȘ

5. Setting the remuneration of administrators for 2012 exercise, including the ceilings of additional remunerations granted to the administrators and directors;

6. Approval of the date of May 21, 2012 as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of **129.384.347 lei**, by issuing **129.384.347 new shares**, with a face value of 1 leu/share. The increase in the share capital will be carried out by using the following sources:
 - a) capitalization of reserves from the net profit of previous years outstanding in the balance sheet as of 31.12.2011 in amount of **6.123.673 lei**, respectively the issue of **6.123.673 new shares** with a face value of 1 leu/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 May 21, 2012*);
 - b) capitalization of reserves from the net profit of year 2011, outstanding in the balance sheet as of 31.12.2011 in amount of **122.528.539 lei**, respectively the issue of **122.528.539 new shares**, with a face value of 1 leu/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 May 21, 2012*);
 - c) capitalization of reserves from the net profit of year 2011, outstanding in the balance sheet as of 31.12.2011 in amount of **122.528.539 lei**, respectively the issue of **122.528.539 new shares**, with a face value of 1 leu/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 May 21, 2012*);

2. Approval for an issue of subordinated convertible bonds in amount of 30 millions euro.

3. Modification/completion of the Constitutional Act, according to the convening notice.

4. Approval of the buyback by the bank of its own shares, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 15,000,000 shares (0.84% of the total shares included in the share capital) with a face value of 1 leu/share at a minimum price equal to the market price on BVB at the moment of the buyback and a maximum price of 2 lei, for a period of maximum 18 months as of the publishing date of the EGM resolution in the Official Gazette of Romania, Part IV, with the purpose of implementing a remuneration program capable of ensuring the compliance with the long-term performance principle and a share retention program for a period of at least 3 years, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

5. Approval of the date of May 21, 2012 as registration date (defined as the date to identify the shareholders who are to benefit from dividends and other rights under the GSM decisions).

I, undersigned, give my representative full power to vote on any issue regarding the mandate to the Council of Administration and individually to its members to carry out the decisions from above.

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 27, 2012 hours 14,00 respectively hours 16,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on April 28, 2012, hours 14,00, respectively hours 16,00, 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.

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 **April 22, 2012**, hours 17, 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: flavia.vandor@btrl.ro. The power of attorney will be accompanied by a copy of the identification document of the individual shareholder

Date: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____