

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 29, 2014** hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca Trifoiului- Vasile Conta Street or on **April 30, 2014**, 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 the shares held by the company recorded in the Shareholders' Register at the end of the day April 18, 2014, as follows:

For the Ordinary General Meeting:

- 1. Approval of the annual statutory IFRS financial statements for the 2013 financial exercise, in compliance with NBR order no. 27/2010, 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;**

For _____ Against _____ Abstention _____

- 2. Discharge of administrators for the 2013 exercise;**

For _____ Against _____ Abstention _____

3. Approval of the Budget for expenditure and revenues and the investment plan for 2014 (business plan for 2014);

For_____ Against_____ Abstention _____

4. Election of the new members of the Council of Administration for the 2014-2018 mandate;

1. Horia Ciorcila

For_____ Against_____ Abstention _____

2. Roberto Marzanati

For_____ Against_____ Abstention _____

3. Costel Ceoceca

For_____ Against_____ Abstention _____

4. Radu Danut Palagheanu

For_____ Against_____ Abstention _____

5. Vasile Puscas

For_____ Against_____ Abstention _____

6. Thomas Grasse

For_____ Against_____ Abstention _____

7. Ivo Gueorguiev

For_____ Against_____ Abstention _____

8. Carmen Retegan

For_____ Against_____ Abstention _____

5. Decision regarding the remuneration of administrators for the 2014 exercise, including the maximum cap of additional remunerations granted to the administrators and managers;

For_____ Against_____ Abstention _____

6. The extension of the service provision contract with S.C. KPMG Audit S.R.L. in regard to auditing the Bank's financial statements for the 2014 financial period, prepared in accordance with International Financial Reporting Standards, according to N.B.R. order no. 27/2010, with subsequent modifications;

For _____ Against _____ Abstention _____

7. Approval of the date of May 30, 2014 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GSM decisions);

For _____ Against _____ Abstention _____

8. Approval of mandates for the Council of Administration and its members individually to carry out the decisions adopted by the Ordinary General Shareholders Meeting.

For _____ Against _____ Abstention _____

For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of 352.742.991 lei, by issuing 352.742.991 new shares, with a nominal value of 1 leu/share. The increase in the share capital will be carried out by using the following source:

a) capitalization of reserves from the net profit of the year 2013 in amount of 352.742.991 lei, by issuing a number of 352.742.991 shares, with a nominal value of 1 leu/share, to the benefit of 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 30, 2014);

For _____ Against _____ Abstention _____

2. Approval of the Bank's share buyback, in accordance with the applicable legal provisions, under the following terms and conditions: a maximum 17.000.000 shares (0.77% of the total shares included in the share capital) with a nominal value of 1 leu/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of 2,5 lei, for a period of maximum 18 months as of the publishing date of the EGSM 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 principles and a

share retention program for a period of at least 3 years, and the granting of a mandate for the Council of Administration for the enforcement of this resolution;

For _____ Against _____ Abstention _____

3. Modification of the Constitutional Act as follows:

- Additions to Article 6 – Object of activity, according to NACE codes:

6612 – Brokering of financial deals

For _____ Against _____ Abstention _____

- Modification to art. 12 – General meetings – let. b)

Each shareholder may participate in the General Meetings, either in person or by a special power of attorney given in original to another person, who may or may not be a shareholder in the Bank, under legal conditions. Such a power of attorney shall be submitted to the Bank five days before the date scheduled for the meeting. Legal entities are represented in the general meetings by their legal representatives or other authorized persons.

For _____ Against _____ Abstention _____

- Modification to art. 12 – General Meetings – let. d) para. 1, as follows:

The General Meetings may be ordinary or extraordinary. General Meetings shall be convened by the Council of Administration, according to the law. The convening notice for any GSM shall be published in the Official Gazette and in one of the newspapers with national circulation and shall include the date and place of the meeting and the agenda, clearly indicating all the issues to be debated. The deadline for the meeting shall not be earlier than 30 days after the publication of the convening notice.

For _____ Against _____ Abstention _____

- Removal of Art. 12, para. 1 and 2, let. e) – General Meetings

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration – let. d), as follows:

After obtaining all prior authorizations from legal authorities, the signatures of the members of the Council of Administration will be submitted to the Trade Registry. If this obligation is not fulfilled, the administrator in question is considered to be divested of his/her rights

For_____ Against_____ Abstention _____

- Modification to art. 13 – Council of Administration – let. e), sub-point. a), as follows:

To approve the Rules for Organization and Administration, the Code of Ethics and Conduct, the organization chart, as well as the principles for staff remuneration and retention;

For_____ Against_____ Abstention _____

- Removal of let. e), sub-point b) of art. 13 – Council of Administration

For_____ Against_____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e), sub-point c), as follows:

To approve the internal rules of the bank; the Council of Administration may mandate the approval of the internal rules to the Leaders' Committee and/or other specific committees, as applicable;

For_____ Against_____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e), sub-point d), as follows:

to approve, as applicable and under competences, financing contracts for the bank's current business;

For_____ Against_____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e), sub-point h), as follows:

to appoint and to revoke, any time and in a justified manner, the Bank's leaders (Chief Executive Officer and deputy CEOs) and to establish the remuneration and the mandate period for each of them, as well as to appoint and to revoke, any time and in a justified manner the executive managers, managers in the Head Office and the managers of branches and to determine their powers and duties;

For_____ Against_____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e), sub-point i), as follows:
to approve loans over the competence limits of the Committee for Credit Policy and Approvals, at the proposal of the Committee;

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e) sub-point j), as follows:
to approve the position of a partner with unlimited responsibility in other competing companies for the Bank Leaders;

For _____ Against _____ Abstention _____

- Modification to art. 13 – Council of Administration – let. e) sub-point l), as follows:
to approve the Bank's participation with capital in other companies (respectively to adopt decisions to create companies, to acquire shares in other entities, to increase or decrease capital participations, disposal/sale of participations);

For _____ Against _____ Abstention _____

- Removal of Art. 13, let. e), sub-point n) – Council of Administration

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e) sub-point r), as follows:
to establish the complete annual earnings for key personnel; the CoA may delegate this competence to a CoA committee;

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration – let. e) sub-point w), as follows:
to approve any loan, guarantee or obligation assumed in derogatory conditions in line with the BT internal rules;

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration – let. f), para. 1) and 2), as follows:

The Council of Administration shall meet at the headquarters of the Bank at least once a month or any time it is considered to be necessary, with an attendance of at least half of the number of its members. The convening notices must be sent to all members of the Council of Administration and shall include the place, the time and the agenda of the meeting. The members of the Council of Administration may take part in the meeting by telephone and that aspect is to be recorded in the minutes of the meeting. No decision can be taken on issues that are not included in the agenda, except for cases of emergency and provided that such decision is ratified in the following meeting by the members who were not present when it was taken. The Council of Administration shall be presided by the chairman or, in his absence, by a member of the Council of Administration appointed for this purpose. The decisions of the Council of Administration shall be taken (1) with an absolute majority vote of the present members and (2) with at least half of the total number of administrators and each such decision must be included in the minutes to be signed by the Chairman and the members of the Council of Administration. Participation in Council of Administration meetings can also take place via remote communication devices (video conference, telephone conference etc).

Between two CoA meetings, in case of urgent matters, resolutions may be submitted electronically to all Council members, with the same rules regarding quorum for approval being applicable for such decisions.

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration let. f), para. 3 sub-point f)
the appointment or the dismissal of any bank leader;

For _____ Against _____ Abstention _____

- Modification of art. 13 – Council of Administration let. f), para. 4:

The notices for meetings must be given to each member of the Council of Administration at least 5 days prior to the proposed date of the meeting and such notices shall include an agenda with the items to be discussed during the meeting, unless the meetings are extraordinary (convened for matters of urgency), in which case the notice is to be sent at

least 48 hours before such meeting to each member (together with an agenda of the extraordinary meeting).

For _____ Against _____ Abstention _____

- Modification of art. 14 – the Leaders’ Committee and Executive Management Committee – will be named “Leaders Committee”, and the article will be modified as follows:

Leaders’ Committee

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 Council of Administration, who together form the Leaders’ Committee.

The Chief Executive Officers and deputy CEOs will form together the Leaders’ Committee.

The Council of Administration 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 Constitutional Act for the activities they coordinate according to the bank’s organization chart. 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 to executive managers and mid-level managers.

The Leaders’ Committee shall adopt decisions by consensus; in case of disagreement, the subject will be forwarded to the Council of Administration. The Bank is validly bound in property related operations and current business in line with the internal regulations.

For _____ Against _____ Abstention _____

- Removal of Art. 15 – Management

For _____ Against _____ Abstention _____

- Modification of art. 16 – Financial Auditors, by removing para. 1

For _____ Against _____ Abstention _____

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. a), as follows:

The Bank shall keep its books in line with the applicable legal provisions.

For _____ Against _____ Abstention _____

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. b) as follows:

The Council of Administration must make available to the shareholders information about the shareholding structure, as well as about the debates in the General Meetings and release, upon request, excerpts of such documents, at the expense of the shareholders.

For _____ Against _____ Abstention _____

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. d) as follows:

The Council of Administration shall prepare and present to the financial auditors in view of the preparation of the report to the General Meeting, the balance sheet of the previous fiscal year, the profit and loss account together with the report and any other underlying documents. The balance sheet and the profit and loss account shall be prepared in accordance with the law.

For _____ Against _____ Abstention _____

- Modification of art. 17 – Bank’s Books, Balance Sheet and Profit Distribution – let. e) as follows:

The financial auditors shall verify if the financial statements are prepared according to the accounting regulations in force and shall prepare an audit report signed by the person who is authorized according to the law. The annual financial statements, together with the proposed profit distribution as well as the administrators’ report for the related financial exercise are submitted for approval to the General Shareholders Meeting. The annual financial statements, duly approved, together with the administrators’ report and the audit report shall be published according to the legislation in force. The General Shareholders’ Meeting approves the amount of the annual bonuses, the remuneration of the members of the Council of Administration, of the Executive Management Committee as well as the amount and the purpose of the reserve fund, the special reserves and other funds under the law.

For _____ Against _____ Abstention _____

- Removal of art. 19 let. b) – Personnel

For _____ Against _____ Abstention _____

- Modification of art. 19 let. c) – Personnel – as follows:

The members of the Council of Administration, the bank's leaders and all bank employees, irrespective of their position, must respect the legal rules in force, including those on keeping professional secrets in the banking field.

For _____ Against _____ Abstention _____

- Removal of art. 19 let. d) – Personnel

For _____ Against _____ Abstention _____

- Removal of art. 20 – Civil Liability

For _____ Against _____ Abstention _____

- Removal of art. 25 – Miscellaneous.

For _____ Against _____ Abstention _____

The numbering structure of the Articles of association will be modified.

4. Approval of the date of May 30, 2014 as the registration date (defined as the date of identification of the shareholders who are to benefit from dividends and other rights under the GSM decisions).

For _____ Against _____ Abstention _____

5. Approval of the mandates for the Council of Administration 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 29, 2014 hours 14,00 respectively hours 15,00 at the Grand Hotel Italia in Cluj-Napoca, Trifoiului- Vasile Conta Street or on April 30, 2014, 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.

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 23, 2014**, 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 legal representative of the company shareholder and by an official document certifying the quality of legal representative mandated to sign the power of attorney.

Date: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____