SWIFT: BTRLRO22 C.U.I. RO 50 22 670 R.B. - P.J.R. 12 - 019 - 18.02.1999

Nr. Înreg. Reg. Com.: J12 / 4155 / 1993

FORM OF VOTE BY CORRESPONDENCE¹

- natural persons -

I, undersigned with the ID series			
nowith 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 \mathbf{April} 26, 2017 hours 14,00 respectively hours 15,00 at Hotel Opera Plaza in Cluj-			
Napoca, General Traian Mosoiu Street, no. 10-12 or on April 27, 2017, 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 14th, 2017 as follows:			
For the Ordinary General Meeting:			
I. Approval of the annual statutory IFRS financial statements for the 2016			
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 \square Against \square Abstention \square			
II. Approval of the net profit distribution in the sum of 1.228.440.318 lei as			
follows: allocation of the sum of 314.052.189 lei for legal and other reserves, of			
the sum of 914.388.129 lei for net profit reserves to be distributed, of which			

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 Baritiu no. 8, Cluj county until **April 20, 2017 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: flavia.vandor@btrl.ro.



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share of 0,0600650382 lei. For \square Against \square Abstention \square III. Discharge of directors for 2016. Abstention \square For \square Against \square IV. Approval of the revenue and expenditure budget and the investment plan for 2017 (business plan for 2017). For \square Against \square Abstention V. Establishing the directors' remuneration for 2017, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers. Abstention \square For \square Against \square VI. Election of a director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy. 1. MIRELA ILEANA BORDEA For \square Against \square Abstention \Box 2. CALIMAN LAURENTIU Against \square Abstention \square For \square

219.000.000 lei will be paid as dividends. Approval of a gross dividend per



VII. Approval of the date of August 4th, 2017 as the registration date (defined as

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the date of identification of the shareholders who are to benefit from dividends and other rights under the GMS decisions) and of the ex date - August 3, 2017. Abstention \square For \square Against \square VIII. Approval of the date of August 10th, 2017 as the payment date for dividend distribution. Abstention \Box Against \square For \square IX. 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. Abstention \square For \square Against \square For the Extraordinary General Meeting: I. Increase of the share capital with the amount of 695.388.129 lei by issuing 695.388.129 new shares, at a nominal value of 1 leu/share as well the determination of 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 by using the following sources: Capitalization of reserves from the net profit of the year 2016 in amount of 695.388.129 lei, by issuing a number of 695.388.129 lei, with a nominal 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 August 4th, 2017). For \square Against \square Abstention \square II. Approval of the share buyback by the Bank, in accordance with the

applicable legal provisions, under the following terms and conditions:



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maximum 25.000.000 shares (0.6856% 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 3,5 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 \square	Abstention \square
III. Approval of the date – August 3 rd , 2		e registration date and of the
For	Against \square	Abstention \square
	te of August 7th, 2017 as the jesshare capital increase.	payment date for distribution
For	Against \square	Abstention \square
	in order to carry out the de	pirectors and individually for ecisions of the Extraordinary
For	Against \square	Abstention
The shareholder assume transmission of the herein		the correct filling in and safe
Date:		
Name (capital letters)		
Signature:		