

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, the undersigned Mr./Ms. _____ with the ID series _____ no. _____ with the address in _____ and 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./Ms. (*name of the representative*) _____ a resident of _____ with ID/passport series _____ no. _____ PIN _____ to represent me in the General Meeting of Shareholders, both Ordinary and Extraordinary, to be held on **April 28th, 2026** at 12:00 hours, respectively at 14:00 hours, or on **April 29th, 2026**, at 12:00 hours, respectively at 14:00 hours (Romanian time), when a second meeting is to be held in case the first meeting has not taken place, at Banca Transilvania Headquarters, located in Cluj-Napoca, Calea Dorobanților Street, no. 30-36 to exercise the voting rights for my shares recorded in the Shareholders' Register at the end of **April 15th, 2026** as follows:

For the Ordinary General Meeting:

1. Approval of the annual statutory financial statements for the 2025 financial year, in accordance with NBR's Order No. 27/2010 as subsequently amended and with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Report of the Independent Auditor, as

¹ This power of attorney is made in 3 (three) copies, one signed in original is to be sent to the Company's registry, indicated in the convening notice, namely Cluj-Napoca, Calea Dorobanților no. 30-36, Cluj County, Romania, by the date of **April 22nd, 2026, 17:00, in an envelope clearly indicating "For the General Meeting of Shareholders of the 28th/29th of April 2026"**, 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 28th/29th of April 2026". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

per the applicable legal provisions, including in the present case the issuance of the durability report and ensuring compliance with durability reporting requirements.

For Against Abstention

2. Submitting the Remuneration Report for 2025 to an advisory vote.

For Against Abstention

3. Discharge of directors for the 2025 exercise.

For Against Abstention

4. Approval of the revenue and expenditure budget and the investment plan for 2026 (business plan for 2026).

For Against Abstention

5. Approval of the proposal to allocate the net profit realized in the amount of RON 4,095,289,537 as follows: allocation of RON 241,182,226 for legal reserves, of RON 3,854,107,311 for reserves from the net profit to be distributed, from which RON 1,400,000,000 will be distributed as dividends. Approval of a gross dividend/share of RON 1.2840240875.

For Against Abstention

7. Setting the directors' remuneration for 2026, including the maximum cap for additional remuneration (fixed and variable) granted to directors and officers.

For Against Abstention

8. Approval of the date of June 16th, 2026 as the registration date and of the ex date – June 15th, 2026, 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 the right to receive dividends.

For

Against

Abstention

9. Approval of June 30th, 2026 as the payment date for the dividend.

For

Against

Abstention

10. 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:

1. Increase of the share capital with the amount of RON 1,572,644,250 by issuing 157,264,425 new shares at a nominal value of RON 10/share, establishing a price 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 2025, in amount of RON 1,572,644,250 by issuing a number of 157,264,425 shares, with a nominal value of RON 10/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 GMS (proposed date July 17th, 2026).

For

Against

Abstention

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 5,000,000 shares (0.46% of the total shares included in the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 45 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 4 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

3. Approval of the date of July 17th, 2026 as the registration date and of the ex-date – July 16th, 2026, 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

4. Approval of the date of July 20th, 2026 as the payment date for distribution of shares following the share capital increase.

For

Against

Abstention

5. Approval of the amendment of Art. 6 – *Field of Activity* in the bank's Articles of Association, as follows:

The company's primary field of activity remains unchanged and is listed under Section CAEN L – Financial and insurance activities.

All secondary field activities are removed from the Articles of Association.

The Articles of Association are amended with the addition of the following secondary field activities in accordance with the Classification of Activities in the National Economy (CAEN Rev. 3) pursuant to INS Presidential Order No. 377/2024, which are set forth in Article 6 of the Articles of Association, as follows:

ARTICLE 6. FIELD OF ACTIVITY

The Bank shall perform specific operations and activities in Romania and abroad, in its own name or on behalf of the Bank's customers, either legal or natural persons, on behalf of

certain institutions or in cooperation with them. The Bank shall perform the operations listed below, as well as other operations under the legislation in force:

The main field of activity is under Section L – Financial and insurance activities, Division 64 – Financial service activities, with the exception of insurance and pension funding, Group 641 – Monetary intermediation, class 6419 – Other monetary intermediation, respectively:

6419 – attracting deposits and other reimbursable funds;

6419 – granting loans including inter alia: consumer loans, mortgage loans, trade finance, factoring, discounting and forfeiting operations;

6419 – money transfer services;

6419 – issuing and managing payment instruments such as credit cards, travelers' cheques and similar ones, including the issue of electronic currency;

6419 – issuing guarantees and undertaking commitments;

6419 – proprietary trading or trading on behalf of its customers, under the law, with:

- money market instruments such as: cheques, bills of exchange, promissory notes, deposit certificates;

- foreign currency;

- futures contracts;

- instruments based on exchange rate and interest rate (exchange rate futures; interest rate futures; exchange rate forwards; forward rate agreements; foreign currency swaps; interest rate swaps);

- securities and other financial instruments (government securities, bonds);

- options contracts;

6419 – intermediation on the inter-bank market;

6419 – custody and management of securities and other financial instruments;

6419 – provision of information and references in the field of lending;

6419 – lease of safe deposit boxes;

6419 – depositing assets of investment funds and investment companies;

6419 – distribution of equity interests in investment funds and of shares of investment companies;

6419 – acting as data input operator of the Electronic Archive for Security Interests in Movable Property;

6419 – transactions with precious metals and stones and objects made from these; 6419 – acquisition of shareholdings in other entities;

6419 – acquisition of shareholdings in other entities;

6419 – creation and registration services with the Electronic Archive for Security Interests in Movable Properties related to loans, letters of guarantee and other operations (acting as

data input operator of the Electronic Archive for Security Interests in Movable Properties); activity regulated under Article 18 (r) in Romanian Government Emergency Order no. 99/2006, respectively any other activities or services to the extent that they are related to the financial sector, under the legal provisions governing such special activities, if applicable.

6210 – custom software development (customer-oriented software);

6220 – information technology consulting and management (administration and operation) of computing resources;

6290 – other information technology services;

6310 – data processing, website administration, and related activities (including data processing services; database administration or other similar services for third parties);

6612 – financial transaction intermediation activities (issuing electronic meal vouchers, activity regulated under Article 18 (r) in the Romanian Government Emergency Order no. 99/2006, and any other activities or services to the extent that they are related to the financial sector, under the legal provisions governing such special activities, if applicable);

6619 – activities auxiliary to financial intermediation, except insurance and pension fund activities (including consulting services in relation to the capital structure, business strategy and other related aspects);

6622 – activities of insurance agents and brokers;

6629 – other auxiliary activities related to insurance and pension funds (including marketing of the private pension fund and of the prospectuses of the optional pension schemes);

6630 – fund management activities;

6811 – purchase and sale of own real estate;

6820 – leasing and subleasing of own or leased real estate;

7020 – business and management consulting activities (including consultancy activities about mergers and/or acquisitions of companies);

7210 – research and development in natural sciences and engineering;

7711 – rental and leasing of passenger cars and light road vehicles;

8559 – rental and leasing of office machinery and equipment (including computers);

8559 – Other education forms n.e.c. (activity regulated under Article 18(1)(r) of Romanian Government Emergency Order no. 99/2006 – any other activities or services to the extent that they are related to the financial sector, under the legal provisions governing such special activities).

For

Against

Abstention

6. 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 Ordinary General Meeting of Shareholders, to be held on April 28th, 2026 at 12:00 hours, respectively at 14:00 hours, or on April 29th, 2026, at 12:00 hours, respectively at 14:00 hours (Romanian time), when a second meeting is to be held in case the first meeting has not taken place, at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36, 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 GMS until the date of signature of the present document.

Date: _____

Name: (capital letters) _____

Signature: _____