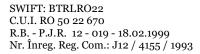
SPECIAL POWER OF ATTORNEY¹

for the representation of <u>natural persons</u> in the Ordinary and Extraordinary General Meetings of the Shareholders

of Banca Transilvania S.A.

I, undersigned				with the I	D series	
no	with	th	e e	address		in
with PIN			holder (of	shares i	– ssued
by Banca Transilvan	ia S.A., giving me	the right to	the same n	number of vote	es in the Ge	eneral
Meeting of Sharehold	lers and accountin	ng for	% of the	e share capital	and	%
of the total numb	er of the voting	g rights, h	ereby, appo	oint Mr/Mrs.	(name o	f the
representative)			resident			
in		with	ID/passpor	t series		no.
	PIN		t	o represent m	ie in the Ge	eneral
Meeting of Sharehold	lers, ordinary and	extraordina	ary, to be he	ld on April 2 9) th , 2020,	hours
16,00 respectively ho	ours 17,00 (Roma	nian time) a	t BT's head	office, located	l in Cluj-Na	ipoca,
str. G. Baritiu no.	8 or on April ;	30 th , 2020	hours 16	,00, respectiv	ely hours	17,00
(Romanian time), wh	nen a second meet	ing is to be	held in case	the first meet	ing has not	been
held, to exercise the	voting rights for i	ts shares re	corded in th	e Shareholder	s' Register	at the
end of the day April 2	21 st , 2020 as follow	vs:				

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 sta	•	-		
amended, together with the Re	port of the Board of Dire	ctors and the Report of		
the Independent Auditor.				
For	Against \square	Abstention \square		
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 \square		
IV. Discharge of directors for 2019.				
For	Against \square	Abstention \square		
V. Approval of the revenue and expenditure budget and the investment plan for 2020 (business plan for 2020).				
For	Against \square	Abstention		

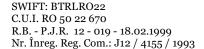


_		ble) granted to directors and
G		
For	Against \square	Abstention
VIII. Note: you will vote	"For" only for one of the	e options mentioned below (a
-	m; a "For" vote for both	n options will invalidate the
expressed vote.		
Recommended		
		e registration date and of the
·	•	of the shareholders who will
	•	d to whom the effects of the
•	·	ling but not limited to the
identification of the share	eholders who will benefit	from dividends.
For	Against \square	Abstention
Not Recommended		
b. Approval of the date of	of June 9 th , 2020 as the re	egistration date and of the ex
date – June 5 th , 2020, for	the identification of the	shareholders who will benefit
from the results of the O	rdinary GMS and to who	m the effects of the Ordinary
GMS Decisions are appli	cable, including but not li	imited to the identification of
the shareholders who wil	l benefit from dividends.	
For \square	Against \square	Abstention
IX. Note: you will vote "I	For" only for one of the o	ptions 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 16 $^{\rm th},2020$ as the payment date for dividend distribution.				
For	Against \square	Abstention		
Not Recommended				
b. Approval of the date of Ju	une 22 th , 2020 as	s the payment date for dividend		
distribution.				
For	Against 🗆	Abstention \square		
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 \square		
For the Extraordinary General Meeting:				
I. Election of the meeting	secretaries and	technical secretaries, with the		
following proposals: Meetin	g secretaries -	Ioana Olanescu, Gabriel Goga;		
Technical Secretaries - Flavia	Vandor, Ioan Sur	nandea-Simionescu.		
For	Against \square	Abstention \square		
II. Increase of the share capit	al with the amou	nt 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 o (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				
-		, in amount of RON 521.609.059,		





by issuing a number of	of 521.609.059 shares, wit	h a nominal value of RON
1/share in the benefit	of the shareholders regist	ered with the Shareholding
Register held by the C	entral Depository at the re	egistration date that will be
established by the GSM	•	
For \square	Against \square	Abstention
	C	
III. Approval of the s	hare buyback by the Ban	ık, in accordance with the
applicable legal provisi	ions, under the following t	terms and conditions: up to
35.000.000 shares (0.6	7% of the total shares includ	ded in the share capital) with
a nominal value of RON	N 1/share at a minimum pri	ice equal to the market price
on BSE at the moment	of the buyback and a max	ximum price of RON 4 for a
period of maximum 18	months as of the publishing	date of the EGMS resolution
in the Official Gazette o	of Romania, Part IV, part of	a stock option plan with the
purpose of implementi	ng a remuneration prograr	n and a personnel incentive
program for a period	of at least 3 years as we	ell as the payment of fixed
remuneration, and the	granting of a mandate for tl	he Board of Directors for the
enforcement of this rese	olution.	
For \square	Against \square	Abstention
IV. Information regard	ling the purchase of a share	eholding in OCN Microinvest

V. Changes to the Articles of Incorporation as follows:

• Changes to art. 14 – Leaders' Committee, as follows:

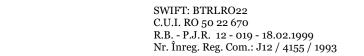
The management, organization and coordination of the bank's current business is ensured by the leaders (directors) of the bank (Chief Executive Officers and deputy CEOs), appointed by the Board of Directors, who together form the Leaders' Committee. The Chief Executive Officer and deputy CEOs will form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

Against \square

Abstention \square

SRL.

For \square





the bank's leaders t	o exercise jointly the po	wers of organization and
management of the b	ank's activity. The bank l	eaders are vested with the
rights, obligations an	d responsibilities provided	in the relevant legislation
and the Articles of Ass	ociation for the activities th	hey coordinate according to
the bank's organization	n chart, including the righ	it to represent the Bank in
relation to third part	ties. The leaders may, base	d on the received mandate,
delegate some of thei	r responsibilities in a clea	ır and transparent way to
specific committees/ot	her structures or individual	ly the Banks' employees.
The Leaders' Commit	tee shall adopt decisions	by consensus; in case of
disagreement, the sub	ject will be forwarded to t	the Board of Directors. The
Bank is validly bound	in property related operati	ons and current business in
line with the internal r	egulations.	
For	Against \square	Abstention
VI. Note: you will vote	"For" only for one of the op	tions mentioned below (a or
b) regarding this iter	n; a "For" vote for both	options will invalidate the
expressed vote.		
Recommended		
		e registration date and of the
- /	•	of the shareholders who will
	•	and to whom the effects of
		including but not limited to
		efit from the shares allocated
following the capital in	crease.	
For	Against \square	Abstention
Not recommended		

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



following the capital increase. For \square Against \square Abstention \Box 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 \square Against \square Abstention \square 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 \square Against \square Abstention \square 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 \square Against \square Abstention \Box

the identification of the shareholders who will benefit from the shares allocated

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:	