

SPECIAL POWER OF ATTORNEY¹
for the representation of juridical persons
in the Ordinary and Extraordinary General Meetings of the Shareholders
- for item 7 on the agenda of the Ordinary GSM -

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 29th, 2020**, hours 16,00 respectively hours 17,00 (Romanian time) at BT's head office, located in Cluj-Napoca, str. G. Barițiu 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, to exercise the voting rights for its shares recorded in the Shareholders' Register at the end of the day April 21st, 2020 as follows:

¹ This power of attorney dedicated to item 6 on the agenda of the Ordinary GSM is made in 3 (three) copies, one signed in original, filled out with the voting option, is to be sent to the Head Office of Banca Transilvania, Cluj-Napoca, street George Barițiu no.8 by the date of **24 April 2020, 17:00 (Romanian time)**, **inserted in a separate sealed envelope, stating clearly "Confidential – Voting instructions for the General Meeting of Shareholders of the 29th/30th of April 2020", envelope which will be placed in another envelope containing the special power of attorney for the other items on the agenda of the GSM together with the relevant documents..** The power of attorney may be sent also by a separate 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 "Confidential – Voting instructions 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 legal representative of the company shareholder and by an official document certifying the quality of legal representative mandated to sign the power of attorney. The quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

For the Ordinary General Meeting:

VII. The approval of a financial auditor for the Bank who will audit the financial situations of the Bank for the 2020-2023 financial exercises, in accordance with the IFRS Standards, as stated in the N.B.R. order no. 27/2010.

For

Against

Abstention

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. Barițiu 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: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____